



# บริษัท ทีทีซีแอล จำกัด (มหาชน) TTCL PUBLIC COMPANY LIMITED

COMPANY REGISTRATION NO. 0107551000185 (HEAD OFFICE)  
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## ANTI-CORRUPTION POLICY

(Amendment dated on August 15, 2022)

TTCL Public Company Limited operates by giving precedence to corporate governance under the management framework of business ethics, transparency and accountability; specifically in related processes or risk of corruption in all forms, either directly or indirectly to enhance stakeholders' trust and encourage the awareness of anti-corruption to directors, managements and all employees. Therefore, the Board of Directors Meeting No. 5/2557 on November 14, 2014 has the resolution to join the declaration of intent in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

The company has arranged Anti-Corruption Policy as a part of the Corporate Governance Policy for intended to be a clear guideline in business operations to prevent corruption in all business activities of the company, to make decisions of business operations that may have corruption risks has been carefully considered and treated for leading to sustainable development.

### Definition

**The Company** or **TTCL** refer to TTCL Public Company Limited

**TTCL Group** refer to TTCL Public Company Limited and Subsidiaries.

**Corruption** refer to any action, whether offering, promising, soliciting, demanding and giving or accepting assets or other benefits to government officials or other persons in business dealing with the Company, either directly or indirectly, as a motive for them to do or refrain from doing any act to acquire or keep benefits that are unsuitable to the business, except as allowed by laws, rules, notifications, local culture and tradition or commercial practice.

**Giving or Receiving of Gifts** refers to giving or receiving money, assets, payments, or other benefits.

**Entertainment and Hospitality** refers to expenditure for business hospitality such as hosting of meals or parties, sports entertainment, and other expenditures directly related to business operations, or trade customs, as well as business training.

**Donation and Sponsorship** refers to offering financial support, products, or services to requesters. The Objectives are for society's public interest, or promotion of business and the good image of CG Group.

**Political Contribution** refers to offering assets, money gifts, rights, or other benefits to help, support or benefit a political entity. The political entities included political parties, politicians, or any persons whose duties involved politics or political activities, either directly or indirectly.

**Conflicts of Interests** refers to any activities or circumstances in which a person has private or personal interest in conflict with the utmost benefits of TTCL Group. Whether it is from contacting individuals involved in the business of TTCL Group, or from abusing an opportunity or information from being employees to seek personal benefits, and engaging in the same business as TTCL Group, or from working for other areas beyond TTCL Group, which may affect performance under the responsibility.

**Facilitation Payment** refers to an unofficial payment made in return for services which the payer is legally entitled to receive without making such payment. Normally, it is a relatively minor payment made to a government official to assure or expedite the performance of a routine or necessary action, such as the issue of a permit or certificate, and the providing of public service.

**Government Officials** refer to politicians, government officials, or local government officials with positions or fixed salary, personnel or individuals working in state enterprise or government agencies, local council executives and members without political positions, officers under Local Administration laws, including committee, subcommittee, workers of government, state enterprise, or government agencies, and person or group of persons who exercise authority or assign to exercise government's administrative authority to take a legal action, regardless they're established under government, state enterprise or other government entities.

**Related Persons** refers to spouses, children, parents, siblings, or close relatives of directors, executives, and employees at all levels of TTCL Public Company Limited and its subsidiaries.

### **Anti-Corruption Policy**

Director, Management and employee are prohibited from operating or accepting every type of corruption both direct or indirect manner covering every business including subsidiaries, associated companies, or any other companies under its control and company representative in every countries including people relating to its business operations to comply with Anti-Corruption Policy. The Anti-Corruption Policy is needed to be reviewed regularly, including with a possible revision of such policy and implementation provision shall comply with business transformation, rules, regulations and laws.

### **Roles and Responsibilities**

1. The Board of Directors is responsible for determining the business direction and overall for Anti-Corruption of the company and consideration to approve Anti-Corruption Policy proposed by Corporate Governance Committee. Also to govern and forming an effective system supporting Anti-Corruption act in order to affirm that the Management Team intensively concerns, emphasizes, and cultivates Anti-Corruption mindset as the company's culture.

2. The Audit Committee is responsible to review the financial and accounting reports, internal control, internal audit function and risk management so that such operations are concise, appropriate, effective and conformed to global standard.

3. The Corporate Governance Committee is responsible to review the policies as necessary in line with business transformation, rules, regulations and relevant laws, approve any improvement or modification before submitting it to the Board for approval; as well as providing comments and recommendations that benefit the management in the preparation of operating plans and the implementation of the measures.

4. The President & CEO and Board of Management are responsible for determining Anti-Corruption system, promoting and encouraging Anti-Corruption manner conveyed to all staffs and related parties.

5. Internal Audit Manager is responsible for auditing, assessment and evaluations in business transactions whether they are accurate and complied with guidelines, approval authority, standard, laws and policy in such monitored department in order to assure that the internal controls are sufficient and suitable for probable risk in corruption. This shall be directly reported to the Audit Committee.

### **Anti-Corruption Guidelines**

1. The Company shall conduct business with honesty, particularly in matters regarding financial policy, budget planning and budget evaluation in any project which shall be prepared clearly and precisely.

2. Directors, Managements and Employees in all levels shall not get involved in corrupt practices or corruption in any form either directly or indirectly.

3. Directors, Managements and Employees in all levels are prohibited to offer bribe or reward to suppliers, government organizations or relevant persons. On the contrary, employees are prohibited to receive bribe or reward from suppliers, government organizations or relevant person. However, this regulation allows occasional greetings with traditional souvenirs.

4. Directors, Managements and Employees in all levels shall resolutely oppose unlawful or unethical practices, for example corporate racketeering, and shall not make unlawful or unethical settlements, financial or otherwise, as a consequence of such practices.

5. Directors, Managements and Employees in all levels shall immediately report any suspected corrupt practices or corruption to supervisor or a person responsible in this regard and cooperate in the investigation. In case of any problems, the employees shall consult their supervisor or a person responsible regarding the compliance with Business Ethics via provided channels.

### **Measures/Operational**

1. The Company will support and encourage its personnel at all levels to realize the importance of countering corruption and raise their awareness in this respect. In addition, the Company has implemented effective internal controls to prevent all forms of corruption and bribery in every country in which the company has operations.

2. The Anti-Corruption Policy also covers Human Resources procedures including recruitment and selection process to the promotion, training, performance appraisal and benefits provided to employees. Supervisors at all levels must communicate with their subordinates to make them understand and adopt these guidelines in all business activities under their responsibility and to monitor such implementation to be the most effective.
3. The Company will provide fairness and protection of employees or other person who inform about the corruption relevant to the Company and its subsidiaries including the employees who refuse to act on corruption by not demoting, punishing, or causing negative impacts. The Company will strictly provide protection to the complainant or the person who cooperates in reporting corruption as defined in measures for reporting and whistle blowing.
4. The Company has delegated an Anti-Corruption Working Group to effectively execute the Company's Anti-Corruption measure according to the declared intent to join the Thai Private Sector Collective Action against Corruption (CAC)
5. The Company has process to audit the internal control systems over the financial report recorded process, accounting process, and data storage. Then report issues found by internal audit to high-level executives, Audit Committee and Board of Directors.
6. Directors, management and employees of the company shall not be receiving or giving gifts entertainment and any other expenses that are unnecessary and not appropriate for government officials or individuals doing business with the Company. In case of receiving a gift of incomparable value on a traditional occasion, shall be reported to supervisor or manager respectively level according to rules and regulation of the Company and must not be violated the law.
7. Any offering or accepting of donations or sponsorships shall be transparent and legal. It must be made certain that such donations or sponsorship shall not be used as a pretext for bribery.
8. The Company maintains political neutrality. Also the Company has no policy to provide financial support, resources, or any assets to politicians, political parties, or any political groups for the benefits of the above politicians, political parties, or any political groups, either directly or indirectly.
9. The hiring of government employees who may create a conflict of interest is prohibited.
10. The Company has no policy to provide facilitation payment, either directly or indirectly. The Company will not execute or accept any action to exchange with facilitation of business operation. However, special legally urgent procedures are acceptable as long as they are open to everyone or within the scope of the law.

11. Directors and employees should avoid the circumstances where their personal interest is in conflict with the Company's interest, particularly in matters relating to government, vendors, suppliers, or competitors should follow the Company Code of Business Ethics.

### **Communication and Training**

The Company communicates its Anti-Corruption Policy including channels of whistle blowing, complaint or recommendations within the Company through various means such as announcement board, information given i.e. new employee orientation for understanding in the implementation of the policy and to the public and stakeholders through various means such as the Company's website or annual report.

### **Punitive measures**

Any persons who commit violation or misconduct under the aforementioned policy and guidelines for practices shall be subject to disciplinary action in accordance with the work rules and regulations specified by the Company and also shall be liable for compensation for damage to the Company or persons who have been affected by such action. In addition, legal punishment may be imposed if such action is illegal.

In case that involving persons, or customers, suppliers, business partners fail to comply with the Anti-Corruption Measure. The Company may consider terminating any business activities with that involving persons, customers, suppliers, or business partners.

### **Whistleblowing Measures and Channels**

The company has set up measures for whistleblowing, receiving complaints, and conducting cases relating to illegal activities, rules, and Code of Conduct or behaviors that may imply corruption of the Company's personnel. This includes appropriate protection measures for whistleblowers according to the measures for receiving complaints and reporting wrongdoings to be a clear guideline and make it possible to receive complaints effectively

### **Any Query or Comments**

If any employee is not sure what action may look like corruption or in case of questions or doubts or comments, please contact through Whistleblowing Channel via email [internal\\_audit@ttcl.com](mailto:internal_audit@ttcl.com) or Company Secretary Unit at tel. no. 02 260 8505

This Anti-Corruption Policy has been reviewed by CG Committee's Meeting on August 3, 2022 and proposed to the Board of Director for approval as per its resolution of the Board of Directors' Meeting No. 3/2565 on August 15, 2022.

This notification is Effective on August 15, 2022 onwards.

*-Signed-*

*-Signed-*

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(Mr. Tiwa Jaruke)

Chairman of the Board of Director

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(Mr. Suvit Manomaiyanon)

Chairman of the CG Committee