



Anti-Corruption Policy and Measures

TQR Public Company Limited

Anti-Corruption Policy and Measures

TQR Public Company Limited and its subsidiaries (“the Company”) are committed to conducting business with morality, ethics, and transparent management in accordance with the principles of good corporate governance in order to conduct business efficiently and be responsible to society and all stakeholders. The Company has set guidelines for appropriate conduct of the Board of Directors, executives, and employees in the Code of Business Ethics and Employee Code of Conduct, which are part of the Company’s “Corporate Governance”. The Company also intends to join the Private Sector Collective Action Coalition against Corruption in order to demonstrate its intention and commitment to combating all forms of corruption. The Company has set the “Anti-Corruption Policy and Measures” as guidelines for the Company’s directors, executives, employees, subsidiaries, and joint ventures to adhere to and comply with this policy, which reflects the Company’s determination and firm intention that it does not accept any form of corruption. Therefore, the Company has set the Anti-Corruption Policy and clear guidelines for conducting business as follows:

Definition

“**Corruption**” means any action to seek benefits illegally, whether it is giving or receiving bribes, political assistance, giving gifts or entertainment, charitable donations, hospitality fees or other expenses by offering, promising, pledging, demanding, giving or receiving money, property or other benefits that are not appropriate to government officials, government agencies, private agencies or persons in charge, whether directly or indirectly and in any form, in order for such agencies or persons to act or refrain from performing their duties in order to obtain or maintain business benefits for the company, themselves, their families, friends and acquaintances or for improper business benefits, especially if such action is an action resulting from improper authorization or an act against the law or any action that is indicative of corruption, except in cases where the law, customs or trade practices permit such action.

“**Bribe**” means valuable property or other benefits given to a person or group of people to induce that person to act, not act, or delay acting in a manner inappropriate for their duties.

“**Giving a gift**” means giving money, valuables or services for the purpose of showing support for a government official or government agency and to support business operations, promote a product/service brand or the reputation of the company, which is beneficial to building commercial credibility and helping to strengthen business relationships.

“**Charitable and public benefit donations**” means the giving of money, valuable goods or services in the form of donations.

“Sponsorship” means any contribution paid or received, any gift given or received, or any other compensation given or received, which may be calculated in monetary terms, from a customer, business partner, or associate for the purpose of promoting the Company's business, brand/service, or reputation.

“Conflict of Interest” means when a person holding a position with an interest has a conflict between personal interests and professional interests, which results in the inability to perform duties neutrally.

“Affiliated Company” means subsidiaries and associated companies of TQR Public Company Limited.

“Directors” means directors of TQR Public Company Limited and directors of subsidiaries and affiliates of TQR Public Company Limited.

“Employees” means full-time employees, probationary employees, daily employees, employees under special contracts whom the Company agrees to hire for wages.

“Public Official” means an employee of a government agency, such as a tax inspector, revenue officer, police officer, employee of a government agency or a company under government supervision or an international agency, a candidate for or holds a political position.

“Partner” means a person who has a transaction with the Company to support or promote the Company's business.

“Business Associate” means any person or legal entity with whom the Company has business relations with, whether it is the government, government agencies, private organizations, etc.

Anti-Corruption Policy

The Company has a policy of not supporting any form of corruption and prohibits directors, executives and employees at all levels from acting, accepting or supporting corruption by demanding, accepting or participating in corruption, whether directly or indirectly, for the benefit of the organization, themselves, their families, friends, acquaintances or for the benefit of the business, covering all businesses and all related departments of the Company, so that such persons act or refrain from performing their duties in order to obtain or maintain improper business benefits. The Company will not demote, punish or cause negative consequences to employees who refuse to commit corruption, even if such action results in the Company losing business opportunities. In addition, there must be a regular review of compliance with this anti-corruption policy to ensure compliance with changes in business regulations, rules, legal requirements and good morals. In any case, if there is any violation of any action that supports, assists or cooperates with corruption, they will be considered for punishment in accordance with the Company's regulations and/or related laws.

Roles, duties and responsibilities

- 1) **The Board of Directors** has a duty to consider and be responsible for determining and approving the anti-corruption policy and overseeing the establishment of a system that supports effective anti-corruption to ensure that the management is aware of the importance and implements these anti-corruption measures until they become an organizational culture.
- 2) **The Audit Committee** is responsible for overseeing internal controls covering finance and operations, financial and accounting reporting systems, monitoring and ensuring that there is a sufficient risk management system, internal auditing and control systems, and compliance with anti-corruption measures in line with the Company's policies, regulations and related laws to ensure that the Company's operations are thorough, appropriate and efficient, as well as monitoring and ensuring that there is a system for receiving complaints and reporting on actions that people in the organization are involved in, to ensure transparency and fairness to all parties involved, and to consider solutions and prevention measures and present them to the Board of Directors.
- 3) **The Risk Management Committee** is responsible for supervising and supporting the implementation of anti-corruption risk management in order to set guidelines for preventing and reducing risks, including reviewing anti-corruption measures to ensure they are adequate and appropriate.
- 4) **The Chief Executive Officer** is responsible for implementing the anti-corruption policy by determining the systematic operation of anti-corruption and promoting and supporting the anti-corruption policy to communicate to employees and all relevant parties, including reviewing the appropriateness of the systems and measures involved to be consistent with business changes and changing circumstances.
- 5) **Internal Audit Department** is responsible for inspecting and reviewing the operations to ensure that they are in accordance with policies, guidelines/regulations and laws to ensure that there is a good control system that is appropriate and sufficient for the risks of corruption that may occur and report to the Audit Committee.
- 6) **The Company Secretary** is responsible for providing advice and recommendations on anti-corruption, supervising anti-corruption operations, reporting on performance and disseminating knowledge on anti-corruption so that all units comply with the law.
- 7) **The Human Resource Management Unit** has a duty and responsibility to disseminate knowledge, create understanding, and encourage employees at all levels to adhere to the anti-corruption policy, promote it as part of the organization's culture, and no employee shall be demoted/demotion, punished, or otherwise negatively affected by refusing to engage in corruption, even if such action results in the company losing business opportunities, and impose penalties for those who violate or fail to comply with the anti-corruption policy, as appropriate in each case.

- 8) **Executives, managers and supervisors at all levels** have a duty to encourage, promote, support and supervise employees under their supervision to perform their duties in accordance with the company's anti-corruption policy, including encouraging, promoting, supporting and supervising and being a good example, including reviewing the appropriateness of various systems and measures to be consistent with changes in business, regulations and legal requirements, and to perform their duties with transparency and ethics.
- 9) **All employees, individuals or other juristic persons acting on behalf of the Company or individuals hired on a temporary contract basis** are required to strictly comply with this policy, using the principles of the anti-corruption policy as the guiding for operations throughout the organization.

Anti-corruption measures/practices

The Board of Directors, executives, employees at all levels and all relevant departments, including other individuals or juristic persons who work on behalf of the Company or individuals hired on temporary contracts, have a duty to strictly comply with the Company's anti-corruption policy and business ethics as follows:

1. General practices

- 1) The board of directors, executives and employees shall not commit or support corruption in any case and shall strictly comply with anti-corruption measures.
- 2) Directors, executives and employees will create an organizational culture that is honest and adhere to fairness.
- 3) The company provides communication and training to employees within the organization to encourage employees to be honest and sincere in their duties and to be ready to use the principles and ethics according to the policy on good corporate governance as the main practices in their operations for the entire organization.
- 4) The Company provides a human resource management process that reflects the Company's commitment to anti-corruption measures, from selection, training, performance evaluation, compensation and promotion.
- 5) The Company arranges for internal audits to ensure that the internal control system helps the Company achieve its goals, including checking the performance of all units to ensure compliance with regulations and rules, and helping to find weaknesses, as well as providing advice on developing an efficient and effective work system in accordance with the policy on good corporate governance and the policy/measures against corruption.

- 6) The Company shall provide fairness and protect the Company's employees and stakeholders who deny or report corruption related to the Company by any measures to the fullest extent of their ability and within the power and responsibility of the Company.
- 7) The Company will cooperate with the government sector in requiring all government contracting agencies to disclose their income and expenditure statements to the Office of the National Anti-Corruption Commission (NACC).
- 8) This policy and practice of anti-corruption measures are considered part of the work discipline of the Board of Directors, executives and employees of the Company. If anyone neglects, omits and has the intention not to comply with the Company's policies and good practices, it will be considered a disciplinary violation and will be considered a penalty according to the Company's regulations and may be punished by law if the action violates the provisions of the law.

2. Guidelines for dealing with gifts, hospitality and other expenses

The Company has established guidelines to be good standards for doing business as follows:

2.1 Guidelines for accepting gifts, hospitality and other expenses

- 1) Do not accept or demand any form of bribe in return for improper business benefits, and do not assign others to accept bribes on their behalf.
- 2) All directors, executives and employees must not request or accept gifts, hospitality or other expenses from customers, business partners or related persons in any case, which will affect the decision-making in performing duties with bias, embarrassment or conflict of interest.
- 3) Requests for support in the form of money or goods, or related to sales promotion, which is not a bribe and not for the improper benefit of any person, can be made on an organization-to-organization basis and must be signed and approved by an authorized person at the Deputy Chief Executive Officer level only.
- 4) The executives, from the director level and above, shall act as the organization's representatives in receiving items or other benefits and shall deliver them to the Deputy Chief Executive Officer within 3 business days from the date of receipt of such items or other benefits.
- 5) To prevent conflicts of interest, the Company shall not allow any employees or persons not assigned by the Company to act as representatives in receiving items or other benefits under any circumstances.
- 6) In cases where it is undeniable and there is a need to accept any item or benefit other than the criteria mentioned above, report to the director level commander

or above and deliver the item to the Deputy Chief Executive Officer for further action as appropriate, with a record of the items received and the actions taken with the item.

2.2 Guidelines for giving gifts, hospitality and other expenses

- 1) Do not give or assign others to give bribes in any form in return for improper business benefits.
- 2) Giving things, gifts, presents and entertainment on traditional festival occasions that people in general should do to each other or following customs and traditions that do not create conflicts of interest or conflict with legal requirements, which set prices or are reasonable for the recipient, must request approval from the supervisor under the delegation of authority before proceeding, and clearly specify the recipient when requesting approval for such expenses.

3. **Guidelines for donating money to charity, public benefit and sponsorship**

The Company has set the following guidelines for charitable donations, public benefits and sponsorship as follow :

- 1) It must be transparent, legal and not contrary to morality, and must not be an action that will have a negative effect on society as a whole.
- 2) Donations for charity, public benefit and sponsorship must not be used as a excuse for bribery.
- 3) Donations for charity, public benefit and sponsorship must be approved according to the authority, specifying the receiving organization, purpose, date and value of the items/services provided, including attaching documents about the supporting or donating organization, such as the list of founders, directors, etc.
- 4) There must be evidence of reception of goods or receipts or other evidence of reception of money, such as a thank you letter, etc.
- 5) In case of doubts that may have legal implications, seek written advice from a legal department, or in other important matters, it is at the discretion of the management.

4. **Guidelines for political assistance or support**

- 1) The Company has a policy of conducting business neutrally, without involvement or favoring any political party.
- 2) The Company will not use the Company's resources to directly or indirectly support any political party or politician in an unlawful manner or lead to bribery.

5. Guidelines for human resource management

In order for the Company's anti-corruption policies and measures to be supported and put into practice, the Company has established the following guidelines:

- 1) This anti-corruption policy shall cover the personnel management process, from recruitment or selection of personnel, promotion, training, and evaluation of employee performance.
- 2) Assign supervisors at all levels to communicate and make employees understand so that they can comply the policy with the business activities under their responsibility and supervision effectively.
- 3) Directors and executives at all levels must be good examples in complying with the anti-corruption policy and encourage employees at all levels to seriously and continuously adhere to the anti-corruption policy and measures and promote it as part of the organization's culture.
- 4) The company will not demote, punish or give negative consequences to employees who refuse to commit corruption, even if such action causes the company to lose business opportunities.
- 5) The board of directors, executives and employees at all levels must not neglect or ignore any action that may violate the anti-corruption measures. The company provides a channel for reporting clues and provides safety protection for reporters. When employees wish to report information or clues, including when employees seek advice on compliance with the anti-corruption measures, they will be protected by the company.
- 6) This Anti-Corruption Policy and Guidelines are considered part of the work discipline of the Board of Directors, Executives and Employees. If anyone neglects, omits and has the intention not to comply, it will be considered a disciplinary violation and will be considered a penalty according to the Company's regulations and may be punished by law if the action violates the provisions of the law.

6. Risk assessment

The Company shall assess the risks from various transactions of the Company that may have steps or processes that are at risk of corruption. The Company shall review the corruption risk management policy of the Company at least once a year, including reviewing the risk management measures in place to ensure that they are appropriate to prevent risks or reduce risks to an acceptable level.

7. Internal control system and financial reporting

7.1 The Company's management is responsible for preparing financial reports that are accurate, complete, timely and in accordance with accepted accounting standards.

7.2 The Company has an internal control system to provide reasonable assurance about the efficiency of operations, the reliability of financial reports and compliance with policies, regulations and rules as follows :

- 1) Establish clear written regulations and procedures.
- 2) Establish the authority to approve payments and the amount of money they are responsible for.
- 3) All recorded accounts, receipts and payments, and expenses must have clear supporting documents, approvals according to the operating authority, and data must be recorded correctly, completely, and timely according to the criteria set by the company.
- 4) The Company does not allow the recording of false, inaccurate, incomplete, incorrect or falsified information, and there must not be any off-balance sheet accounts to support or conceal improper payments.
- 5) Keep information, documents, and evidence of accounting records in accordance with the criteria set by the company and in accordance with relevant laws systematically for ease of use. When the period for keeping information and documents has expired, the responsible employee must arrange for destruction by a method appropriate to each type of information and document.
- 6) Create internal mechanisms to monitor and control the financial reporting system to comply with accounting standards, including improving the work processes of all departments to be efficient in order to combat corruption and misconduct.
- 7) Create awareness and discipline in performing duties with honesty, transparency, and ethics by having directors, executives, and employees at all levels participate in preventing and resisting corruption, making the organization transparent and free from corruption.
- 8) encourage subsidiaries / affiliated companies, agents, brokers, business partners / contractors to follow this policy and practice to not be involved in corruption.

8. Training and communication

In order for the implementation of the anti-corruption policy and measures to be effective, the Company has established the following guidelines:

8.1 Communication

- 1) Arrange for communication and dissemination of anti-corruption policies/guidelines for all relevant parties to be aware of, including directors, executives, employees, and all relevant stakeholders.
- 2) Arrange for the communication of penalties for failure to comply with the anti-corruption policies and measures, including communicating the policy of not demoting, punishing or giving negative consequences to directors, executives or employees who refuse to be corrupt, even if such action causes the company to lose business opportunities.
- 3) Provide public disclosure of information regarding the Company's anti-corruption policies and measures.

8.2 Training

- 1) Provide orientation and training on the anti-corruption policy and measures for directors, executives and employees.
- 2) Encourage directors and executives to participate in providing knowledge to employees to serve as good examples in complying with the anti-corruption policy and measures.
- 3) Provide public disclosure of information on the Company's anti-corruption policy and measures.

In this regard, if there are any doubts or suggestions to support the development and improvement of anti-corruption measures, please inquire or inform the supervisor or the head of the inspection unit so that they can jointly consider and proceed correctly.

The Company considers this Anti-Corruption Ethics and Practices as a form of discipline which all Directors, Executives and Employees must strictly comply with. Those who violate or fail to comply with this Anti-Corruption Policy or Practices will be subject to punishment in accordance with the Company's regulations and/or relevant laws.

9. Compliance supervision and internal audit

- 1) The Board of Directors encourages and supports the management to participate in the Board of Directors' meetings in order to have the opportunity to express opinions or report on issues for consider solutions effectively and efficiently.
- 2) The Company has designated the Internal Audit Unit to monitor and review the appropriateness, adequacy, and effectiveness of the anti-corruption measures in order to provide recommendations and discuss with the relevant management to improve and make corrections suitable for the Company's business, and report the reviewing results to the Audit Committee and/or the Board of Directors at least once a year.
- 3) The Company has established procedures for reporting audit results and reporting urgent issues as follows:

- 3.1. The internal audit unit shall report the audit results and issues found to the audit committee and inform relevant persons.
- 3.2. If any urgent issues are found, the Internal Audit Unit shall immediately notify the Chairman of the Audit Committee and/or the Chief Executive Officer.
- 3.3. The Audit Committee shall report the results of the investigation of important issues to the Board of Directors.

10. Consideration of penalties in the event of violation or non-compliance with the anti-corruption policy.

- 1) If any director of the Company violates or fails to comply with this policy, the Company shall appoint an investigation committee to investigate the facts of such action without delay. The investigation committee shall consist of all independent directors of the Company. If, during the fact-finding investigation, any director who violates or fails to comply with this policy is an independent director, such independent director shall not be a member of the investigation committee at that time. In conducting the investigation, the investigation committee shall consider the evidence, facts, and circumstances as appropriate in each case and shall present the investigation report, including consideration of punishment, to the Board of Directors for further consideration. If the violation or failure to comply with the said policy is an illegal act, the punishment shall be as prescribed by law.

In the event that a director of a subsidiary company is the perpetrator or is involved in the wrongdoing and such subsidiary company does not have an independent director, the chairman of the board of directors of such subsidiary company shall also join the investigation committee, unless the chairman of the board of directors of such subsidiary company is the perpetrator or is involved in the wrongdoing, in which case the board of directors shall appoint a director who is not involved in the wrongdoing to act as a member of the investigation committee instead. The investigation committee shall present the investigation results and consideration of punishment to the board of directors of such subsidiary company for further consideration.

- 2) If the executives and employees of the company violate or do not comply with this policy, they will be subject to disciplinary action, which will depend on the facts and circumstances. However, if the violation or failure to comply with the policy is an illegal act, they will be subject to punishment as prescribed by law.

11. Reporting of corruption complaints and protection of whistleblowers

The Company has established guidelines for considering and investigating complaints that are systematic, transparent and fair, so that whistleblowers or complainants can trust and have confidence in the fair investigation process, in accordance with the policy for accepting complaints and clues about corruption or non-compliance with laws, regulations, the Company's regulations and the Company's code of conduct. Complaints will be considered confidential and complainants are not required to disclose their identities as complainants/whistleblowers.

This policy is reviewed and effective from October 3, 2024.

Note: Approved by the resolution of the Board of Directors' Meeting No. 5/2024 on October 3, 2024.