



Anti-Corruption Policy and Measures

TQR Public Company Limited

## Anti-Corruption Policy and Measures

TQR Public Company Limited and its affiliated companies (the “Company”) are committed to conducting business with integrity and ethics, and managing operations with transparency in accordance with good corporate governance principles, in order to achieve efficient business operations and demonstrate responsibility toward society and all stakeholders. In this regard, the Company has established appropriate guidelines for the conduct of the Board of Directors, Management, and employees in business ethics and employee codes of conduct, which form part of the Company’s corporate governance framework. In addition, the Company intends to participate in the Thai Private Sector Collective Action Against Corruption (CAC) to demonstrate its intention and strong commitment to combating corruption in all forms. Accordingly, the Company has established the “Anti-Corruption Policy and Measures” to serve as guidelines for the Board of Directors, Management, employees, subsidiaries, and associated companies to acknowledge and comply with this policy, reflecting the Company’s firm commitment and clear intention not to tolerate corruption in any form. The Company has therefore set forth the following anti-corruption policy and clear guidelines for conducting business.

### Definitions

“**Corruption**” means any act to unlawfully obtain benefits, whether by giving or receiving bribes, providing political assistance, giving gifts or entertainment, making charitable donations, paying facilitation fees, or incurring other expenses, through offering, promising, committing, requesting, giving, or receiving money, assets, or any other improper benefits to public officials, government agencies, private entities, or persons in duty, whether directly or indirectly, and in any form, in order to cause such entities or persons to perform or omit the performance of their duties to obtain or retain business benefits for the Company, oneself, family members, friends, or acquaintances, or for improper business benefits, particularly where such acts involve abuse of authority, violation of laws, or any acts indicative of corruption, except where permitted by law, customs, traditions, or trade practices.

“**Bribe**” means any asset of value or other benefit given to a person or group of persons to induce such person to act, refrain from acting, or delay an act in violation of his or her duties.

“**Giving of Gifts**” means the provision of money, valuables, or services for the purpose of showing support to public officials or government agencies and supporting business operations, promoting products/services or the Company’s reputation, which contributes to building commercial credibility and strengthening business relationships.

“**Charitable and Public Donations**” mean the provision of money, goods, valuables, or services in the form of donations.

“**Sponsorship**” means financial support paid or received, goods given or received, or other benefits given or received that can be quantified in monetary terms from customers, business partners, or business allies for business, brand/product/service, or Company reputation purposes.

“**Conflict of Interest**” means a situation where a person in a position with vested interests experiences a conflict between personal interests and professional interests, resulting in an inability to perform duties impartially.

“**Affiliated Companies**” mean subsidiaries and associated companies of TQR Public Company Limited.

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“**Employees**” mean permanent employees, probationary employees, daily employees, and employees under special employment contracts who are engaged by the Company and receive remuneration.

“**Public Officials**” mean employees of government agencies, such as tax auditors, revenue officers, police officers, employees of government agencies or state-controlled companies, international organizations, as well as candidates for or holders of political positions.

“**Business Partners**” mean persons who engage in transactions with the Company to support or promote the Company’s business.

“**Business-Related Parties**” mean any persons or juristic entities with whom the Company has business dealings, including governments, government agencies, and private sector organizations.

### **Anti-Corruption Policy**

The Company has a policy of not supporting corruption in any form and strictly prohibits Directors, Management, and employees at all levels from engaging in, accepting, or supporting corruption, whether by requesting, accepting, or participating in corruption directly or indirectly, for the benefit of the organization, oneself, family members, friends, acquaintances, or for business benefits. This policy applies to all businesses and all related units of the Company, and covers any acts intended to cause any person to perform or refrain from performing their duties in order to obtain or retain improper business benefits. The Company shall not demote, penalize, or impose any negative consequences on employees who refuse to engage in corruption, even if such refusal results in the loss of business opportunities for the Company. The Company shall also regularly

review compliance with this Anti-Corruption Policy to ensure alignment with changes in business conditions, rules, regulations, legal requirements, and ethical standards. Any violation involving support, assistance, or cooperation with corruption shall be subject to disciplinary action in accordance with the Company's regulations and/or applicable laws.

## **Roles, Duties, and Responsibilities**

### **1. Board of Directors**

The Board of Directors is responsible for considering, defining, and approving the Anti-Corruption Policy, and for overseeing the establishment of effective systems that support anti-corruption practices, ensuring that management recognizes the importance of and implements these measures until they become part of the corporate culture.

### **2. Audit Committee**

The Audit Committee is responsible for overseeing internal controls covering both financial and operational aspects, financial and accounting reporting systems, and ensuring the adequacy of risk management, internal audit, and internal control systems. The Committee ensures compliance with anti-corruption measures in accordance with the Company's policies, relevant laws, and regulations, to ensure that operations are appropriate, prudent, and effective. It also oversees the whistleblowing and complaint-handling system to ensure transparency and fairness for all stakeholders, and proposes corrective and preventive measures to the Board of Directors.

### **3. Risk Management Committee**

The Risk Management Committee is responsible for overseeing and supporting the implementation of anti-corruption risk management, defining guidelines to prevent and reduce risks, and reviewing anti-corruption measures to ensure they are sufficient and appropriate.

### **4. Chief Executive Officer (CEO)**

The CEO is responsible for implementing the Anti-Corruption Policy in practice, establishing systematic anti-corruption operations, and promoting and supporting the policy to communicate it to employees and all relevant parties. The CEO also reviews the appropriateness of related systems and measures to ensure alignment with changes in business operations and circumstances.

### **5. Internal Audit Unit**

The Internal Audit Unit is responsible for auditing and reviewing operations to ensure compliance with policies, guidelines, procedures, and applicable laws, to ensure that internal

controls are appropriate and sufficient to mitigate corruption risks, and for reporting the results to the Audit Committee.

#### **6. Company Secretary**

The Company Secretary is responsible for providing advice and guidance on anti-corruption matters, supervising anti-corruption activities, reporting performance, and disseminating knowledge on anti-corruption practices to ensure compliance with applicable laws and regulations across all units.

#### **7. Human Resources Department**

The Human Resources Department is responsible for disseminating knowledge, building awareness, and promoting adherence to the Anti-Corruption Policy among employees at all levels, and for embedding anti-corruption practices as part of the corporate culture. No employee shall be demoted, penalized, or suffer any negative consequences for refusing to engage in corruption, even if such refusal results in the loss of business opportunities. The department is also responsible for establishing appropriate disciplinary measures for violations of the policy on a case-by-case basis.

#### **8. Executives, Managers, and Supervisors at All Levels**

Executives, managers, and supervisors are responsible for encouraging, promoting, supporting, and supervising subordinates to ensure compliance with the Company's Anti-Corruption Policy, acting as role models, reviewing the adequacy of systems and measures, and ensuring alignment with changes in business conditions, rules, and legal requirements, while performing their duties with transparency and integrity.

#### **9. Employees and Other Parties Acting on Behalf of the Company**

All employees, as well as individuals or legal entities acting on behalf of the Company or engaged under temporary or contractual arrangements, are required to strictly comply with this policy and apply the principles of the Anti-Corruption Policy as standard practice throughout the organization.

### **Anti-Corruption Measures and Practices**

The Board of Directors, executives, employees at all levels, and all relevant departments, including individuals or legal entities acting on behalf of the Company or engaged under temporary or contractual arrangements, are required to strictly comply with the Company's Anti-Corruption Policy and Code of Conduct, as follows:

## 1. General Practices

- 1) Directors, executives, and employees shall not engage in or support corruption under any circumstances and shall strictly comply with the Company's anti-corruption measures.
- 2) Directors, executives, and employees shall promote and uphold a corporate culture of integrity, honesty, and fairness.
- 3) The Company shall provide communication and training programs for employees to promote ethical conduct, integrity in performing duties, and the application of the principles and code of conduct under the Good Corporate Governance Policy throughout the organization.
- 4) The Company shall establish human resource management processes that reflect its commitment to anti-corruption measures, covering recruitment, training, performance evaluation, compensation, and promotion.
- 5) The Company shall arrange internal audits to ensure that the internal control system effectively supports the achievement of organizational objectives, monitors compliance with regulations and internal policies, identifies weaknesses, and provides recommendations to improve operational efficiency and effectiveness in line with the Good Corporate Governance Policy and anti-corruption measures.
- 6) The Company shall ensure fairness and provide protection, to the fullest extent possible within its authority, to employees and stakeholders who refuse to participate in or who report corruption related to the Company.
- 7) The Company shall cooperate with government agencies by requiring all contractual counterparties to government entities to disclose income and expense statements to the National Anti-Corruption Commission (NACC).
- 8) This anti-corruption policy and its related practices form part of the Company's disciplinary framework. Any director, executive, or employee who neglects or intentionally fails to comply with this policy and its practices shall be deemed to have committed a disciplinary offense and shall be subject to disciplinary action in accordance with Company regulations and may also be subject to legal penalties if such actions violate applicable laws.

## 2. Practices Relating to Gifts, Hospitality, and Other Expenses

The Company has established the following guidelines as good business practices:

### 2.1 Guidelines for Receiving Gifts, Hospitality, and Other Expenses

- 1) It is strictly prohibited to receive or solicit bribes in any form in exchange for improper business benefits, or to assign others to receive bribes on one's behalf.
- 2) Directors, executives, and employees shall not solicit or accept gifts, hospitality, or other benefits from customers, business partners, or related parties under any

circumstances that could influence their decision-making, cause bias, discomfort, or result in a conflict of interest.

- 3) Requests for sponsorship in the form of money or goods, or in connection with sales promotion activities that do not constitute bribery and are not for personal benefit, may be made on an organization-to-organization basis only, and must be approved and signed by an authorized officer at the level of Vice President or above.
- 4) Only executives at the Director level or above may act as representatives of the organization to receive gifts or other benefits, and such items must be forwarded to the Vice President within three (3) business days from the date of receipt.
- 5) To prevent conflicts of interest, the Company strictly prohibits employees or any persons not officially assigned by the Company from receiving gifts or other benefits on behalf of the Company.
- 6) In cases where refusal is not possible and it is necessary to accept gifts or other benefits outside the above criteria, the recipient must report to a supervisor at the Director level or above and forward such items to the Vice President for further appropriate action. A record shall be kept of the received items and the actions taken.

## 2.2 Guidelines for Giving Gifts, Hospitality, and Other Expenses

- 1) It is strictly prohibited to give or authorize others to give bribes in any form in exchange for improper business benefits.
- 2) Gifts, souvenirs, or hospitality provided on customary or festive occasions, in line with general business practices and cultural traditions, and which do not create conflicts of interest or violate applicable laws, may be given at reasonable value. Prior approval must be obtained from the authorized supervisor before proceeding, and the recipient must be clearly identified in the expense approval request.

## 3. Practices for Charitable Donations, Public Contributions, and Sponsorships

The Company has established the following guidelines for charitable donations, public benefit contributions, and sponsorships:

- 1) All donations and sponsorships must be conducted transparently, legally, ethically, and in a manner that does not cause harm to society.
- 2) Donations and sponsorships must not be used as a means or pretext for bribery.
- 3) All charitable donations, public contributions, and sponsorships must be approved in accordance with the Company's authorization procedures, clearly specifying the recipient organization, purpose, date, and value of the donated items/services, and must be

supported by relevant documentation of the recipient organization (e.g. list of founders, directors, etc.).

- 4) Proper evidence of receipt must be obtained, such as acknowledgment letters, official receipts, or other valid proof of donation.
- 5) In cases of doubt that may have legal implications, written consultation must be obtained from the legal department. For other significant matters, management shall exercise discretion as appropriate.

#### **4. Guidelines on Political Assistance or Support**

- 1) The Company maintains a policy of conducting business in a neutral manner and does not participate in or affiliate with any political party.
- 2) The Company shall not use its resources, whether directly or indirectly, to support any political party or politician in an unlawful manner or in a manner that may lead to bribery.

#### **5. Guidelines on Human Resource Management**

In order to ensure that the Company's anti-corruption policy and measures are effectively supported and implemented, the Company has established the following practices:

- 1) This anti-corruption policy shall apply to all human resource management processes, including recruitment and selection, promotion, training, and performance evaluation of employees.
- 2) Supervisors at all levels are required to communicate and ensure understanding among employees for application in business activities under their responsibility and to supervise compliance with this policy effectively.
- 3) Directors and executives at all levels must act as role models in complying with the anti-corruption policy and actively promote strict and continuous adherence to the policy and anti-corruption measures among employees, so that they become an integral part of the Company's corporate culture.
- 4) The Company shall not demote, penalize, or impose any negative consequences on employees who refuse to engage in corruption, even if such refusal results in the loss of business opportunities for the Company.
- 5) Directors, executives, and employees at all levels must not neglect or ignore any actions that may violate anti-corruption measures. The Company has established whistleblowing channels and protection measures for reporters. Employees who report information or seek advice regarding compliance with anti-corruption measures shall be protected by the Company.

- 6) This anti-corruption policy and related practices shall be considered part of the disciplinary framework for Directors, executives, and employees. Any person who neglects, omits, or intentionally fails to comply shall be deemed to have committed a disciplinary offense and shall be subject to disciplinary action in accordance with the Company's regulations and may also be subject to legal penalties if the action violates applicable laws.

## **6. Risk Assessment**

The Company shall conduct risk assessments of its transactions and business activities to identify any processes or procedures that may involve corruption-related risks. The Company shall review its corruption risk management policy at least once a year and regularly reassess the adequacy of existing risk mitigation measures to ensure that such risks are prevented or reduced to an acceptable level.

## **7. Internal Control System and Financial Reporting**

- 7.1 The Company's management is responsible for preparing financial statements that are accurate, complete, and timely, and prepared in accordance with generally accepted accounting standards.
- 7.2 The Company has established an internal control system to provide reasonable assurance regarding operational efficiency, reliability of financial reporting, and compliance with policies, rules, and regulations, as follows:
  - 1) Establish clear written rules, regulations, and operating procedures.
  - 2) Define authorized persons for payment approvals and specify approval limits.
  - 3) All accounting records, receipts, disbursements, and expense items must be supported by clear documentation, approved in accordance with delegated authority, and recorded accurately, completely, and timely in line with the Company's requirements.
  - 4) The Company does not permit false, incorrect, incomplete, misleading, or manipulated accounting records, and strictly prohibits off-book accounts used to support or conceal improper payments.
  - 5) Accounting data and supporting documents must be systematically maintained in accordance with the Company's policies and relevant laws to ensure ease of retrieval. Once the retention period expires, responsible employees must ensure proper destruction of such data and documents in a manner appropriate to their nature.
  - 6) Establish internal mechanisms to monitor and control financial reporting in accordance with accounting standards, and continuously improve operational processes across all departments to prevent corruption and misconduct.

- 7) Foster awareness, discipline, integrity, transparency, and ethical conduct in the performance of duties, with directors, executives, and employees at all levels participating in corruption prevention and anti-corruption efforts to ensure an organization free from corruption.
- 8) Promote and require subsidiaries, associates, agents, brokers, suppliers, and contractual counterparties to comply with this policy and practice, ensuring that they are not involved in corruption.

## **8. Training and Communication**

To ensure the effective implementation of the anti-corruption policy and measures, the Company has established the following guidelines:

### **8.1 Communication**

- 1) Communicate and disseminate the anti-corruption policy and guidelines to all relevant parties, including directors, executives, employees, and all stakeholder groups.
- 2) Communicate disciplinary actions for non-compliance with the anti-corruption policy and measures, as well as the policy of non-retaliation, whereby directors, executives, and employees who refuse to engage in corruption shall not be demoted, disciplined, or subjected to any negative consequences, even if such refusal results in the loss of business opportunities.
- 3) Disclose information to the public regarding the Company's anti-corruption policy and measures.

### **8.2 Training**

- 1) Provide orientation and training programs on anti-corruption policies and measures to directors, executives, and employees.
- 2) Encourage directors and executives to actively participate in providing knowledge and guidance to employees, serving as role models in complying with anti-corruption policies and measures.
- 3) Publicly disclose information regarding the Company's anti-corruption policy and measures.

In the event of any questions or suggestions aimed at enhancing and improving anti-corruption measures, employees are encouraged to consult their supervisors or the Head of Internal Audit in order to jointly consider and take appropriate actions.

The Company considers ethics and compliance with anti-corruption practices as a matter of discipline. All directors, executives, and employees are required to strictly comply with this policy.

Any violation or non-compliance with the anti-corruption policy or guidelines shall be subject to disciplinary action in accordance with the Company's regulations and/or applicable laws.

## **9. Compliance Oversight and Internal Audit**

- 9.1 The Board of Directors promotes and supports management's participation in Board meetings in order to provide opportunities to express opinions or present reports on key issues, so that appropriate corrective actions can be considered and implemented effectively and efficiently.
- 9.2 The Company assigns the Internal Audit function to monitor and review the appropriateness, adequacy, and effectiveness of anti-corruption measures, and to provide recommendations and engage in discussions with relevant management in order to improve and enhance such measures to ensure suitability for the Company's business. The results of such reviews shall be reported to the Audit Committee and/or the Board of Directors at least once a year.
- 9.3 The Company has established procedures for reporting audit results and urgent matters as follows
  - 1) The Internal Audit function must report audit results and identified issues to the Audit Committee and notify relevant parties.
  - 2) If urgent issues are identified, the Internal Audit function must immediately report directly to the Chairman of the Audit Committee and/or the Chief Executive Officer.
  - 3) The Audit Committee shall report significant audit findings to the Board of Directors accordingly.

## **10. Disciplinary Actions for Violations or Non-Compliance with the Anti-Corruption Policy**

- 1) If a director violates or fails to comply with this policy, the Company shall appoint an investigation committee to promptly conduct a fact-finding investigation into such actions. The investigation committee shall consist entirely of the Company's independent directors. In the event that an independent director is the person who violates or fails to comply with this policy, such independent director shall not participate as a member of the investigation committee for that case. In conducting the investigation, the investigation committee shall consider factual evidence and surrounding circumstances as appropriate on a case-by-case basis, and shall submit the investigation results together with recommendations on disciplinary actions to the Board of Directors for consideration. If such violation or non-compliance constitutes a legal offense, the offender shall be subject to penalties as prescribed by law.

In the event that a director of an affiliated company commits or participates in a violation and such affiliated company does not have any independent directors, the Chairman of the Board of such affiliated company shall participate as a member of the investigation committee. However, if the Chairman of the Board of such affiliated company is the offender or participates in the violation, the Board of Directors shall appoint a director who is not involved in the misconduct to serve as a member of the investigation committee instead. The investigation committee shall submit the investigation results and recommendations on disciplinary actions to the Board of Directors of the relevant affiliated company for further consideration.

- 2) If executives or employees of the Company violate or fail to comply with this policy, disciplinary action shall be taken. The nature of the disciplinary action shall depend on the facts and circumstances of each case. If such violation or non-compliance constitutes a legal offense, the offender shall be subject to penalties as prescribed by law.

#### **11. Whistleblowing on Corruption Complaints and Whistleblower Protection**

The Company has established systematic, transparent, and fair procedures for the consideration and investigation of complaints in order to ensure that whistleblowers or complainants have confidence in the fairness of the investigation process, in accordance with the policy on receiving complaints and whistleblowing related to corruption or non-compliance with laws, rules, regulations, Company policies, and the Code of Business Ethics. All complaints shall be treated as confidential, and whistleblowers or complainants are not required to disclose their identity.

**This policy is reviewed and effective from November 10, 2025, onwards.**

**Note : Approved by the resolution of the Board of Directors' Meeting No. 7/2025 on November 10, 2025.**