

## **Anti-Corruption Policy**

i-Tail Corporation Public Company Limited (“the Company”) is committed to conducting business with transparency, ethics, and compliance with the law. In line with this commitment, the Company has prepared this Anti-Corruption Policy (“Policy”) to align with Thai laws and international standards. This Policy serves as a guideline for preventing and combating corruption, which is widely accepted. It is designed to ensure that the Company, its directors, executives, and employees comply with the laws, rules, and regulations related to anti-bribery and corruption.

The Company will not accept or support any form of corruption. This Policy covers all businesses and transactions in all countries and all related entities, providing a structure for responsible persons and a risk management system, as well as internal control and internal audits to strictly prevent and suppress corruption within the organization. The Company will regularly review practices and procedures to comply with changes in business laws and maintain business operations based on accuracy and fairness. All directors, sub-committee members, executives, and employees must comply with this Policy and communicate it to external stakeholders to prevent the risk of corruption.

Any actions by directors, sub-committee members, executives, or employees that constitute corruption are considered serious disciplinary offenses according to the Company's work regulations.

The Company will provide protection to directors, sub-committee members, executives, or employees who refuse to engage in corruption to comply with the Anti-Corruption Policy and guidelines for combating corruption.

### **Scope**

This Policy applies to directors, directors in sub-committees, executives, and all employees (collectively referred to as "employees") of the Company and its subsidiaries. Additionally, this Policy applies to business partners or third parties acting on behalf of the Company.

### **Definition**

**Corruption** means the act of either failing to perform one's duties in their position or abusing their power for personal gain in any form, whether as an employee, representative, or in any other capacity within the Company, with the intention of receiving benefits. It is illegal and can harm the organization, oneself, or others. Corruption encompasses violations of rules, regulations, and the Company's operating procedures.

Corruption may manifest in various forms, including:

- Support for political activities
- Charitable donations and sponsorships
- Facilitation payments
- Gifts and entertainment
- Cash or cash equivalents
- Leisure and non-business-related travel expenses

**Giving or receiving a bribe** means offering, promising, giving, or receiving money, property, or any other benefit to a person, whether directly or indirectly, to influence other people's decisions or induce that person to act or not act in a way that would result in a violation of the law, circumventing regulations, or contravening good morals, including rules, regulations, and the Company's operating procedures.

**Donating for charity** means giving money, items, or any other benefits to agencies or organizations for mutual benefit.

**Sponsorship** means offering financial assistance or resources to agencies or organizations in order to promote and publicize their business activities. This can have a positive impact on the Company's reputation and image.

**Facilitation payment** means small expenses paid informally to government officials to expedite the efficiency of daily or essential tasks, which these officials are already responsible for performing.

**Giving and receiving gifts** means the exchange of both monetary and non-monetary items with the intention of fostering goodwill, expressing affection, providing assistance, offering rewards on various occasions, or with the expectation of receiving benefits in return.

**Entertainment** means the provision of food and drinks, as well as the performance and participation in sports activities. It encompasses recreational activities and other enjoyable pastimes.

**Embezzlement** means the act of taking money or property that has been entrusted for use in a job, typically for personal benefit or other unauthorized purposes, rather than for company operations or the intended purposes.

**Conflict of interest** means a situation in which employees have conflicts arising from divergent interests, where personal interests do not align with public interests, and this affects decision-making or the performance of duties, thereby having a direct impact on the Company's interests.

**Political support** means providing assistance or support to representatives of political parties, either financially or in other forms. This support may take the form of non-monetary contributions to aid political activities, including providing advertising materials or services to promote or endorse political parties or individuals involved in politics. It can also involve lending or donating equipment, building a reputation, persuading others, or allocating employees' working time to gain business advantages. However, it does not encompass employees participating in activities based on their personal rights and freedoms. It is important to note that individuals must not impersonate employees or use the Company's property, equipment, or tools for political purposes.

**Government official** means an individual holding a position within a government, foreign government officials, or officials of international organizations, as defined in Section 4 of the Organic Act on Prevention and Suppression of Corruption B.E. 2561.

**Employment of government official** means bringing government officials or civil servants into the organization to work.

**Third party** means an agent, consultant, advisor, joint venture partner, or other intermediary, either an individual or an organization, that contacts government officials on behalf of the Company.

## **Roles and Responsibilities**

**Board of Directors** has the duty to inspect and supervise, ensuring that business operations are transparent, verifiable, and in accordance with policies, guidelines, and procedures, particularly in the context of anti-corruption efforts.

**Audit Committee** is responsible for overseeing internal controls aimed at preventing corruption, encompassing both financial and operational accounting processes, as well as record-keeping procedures. Additionally, it is responsible for establishing channels for reporting complaints or actions that may be indicative of corruption. The committee also offers guidance on anti-corruption measures and provides regular reports on inspection results to the committee.

**Executive Committee** is responsible for implementing the Anti-Bribery and Corruption Policy, which includes communicating policies and creating awareness among stakeholders, both inside and outside the Company. This responsibility necessitates the establishment of a management system and the implementation of appropriate measures to supervise and promote operations. Furthermore, the committee must continuously review anti-corruption systems and measures to ensure alignment with the Policy's intent and compliance with changes in the law and business practices. Additionally, the committee is tasked with monitoring and mitigating corruption risks within their assigned areas of work, including providing information in the event of identifying actions that may lead to corruption or pose a risk of corruption.

**Executives** are responsible for ensuring that their subordinates are aware of, understand, and receive adequate and regular training. This includes communicating policies and creating awareness among stakeholders both inside and outside the organization. It necessitates the establishment of a management system and the implementation of appropriate measures to supervise and promote operations while continuously reviewing anti-corruption systems and measures to align with the spirit of the law and adapt to changes in the business environment.

**Internal Audit Department** is responsible for reviewing and evaluating the effectiveness of the internal control system, ensuring the sufficiency of risk management measures to prevent and control corruption risks. This includes the operational control, the control environment, and accounting and finance (financial control), as well as reporting the results to the Audit Committee.

**Compliance and Internal Control Department** is responsible for implementing this Policy. Their responsibilities include specifying additional details and providing clarification regarding the implementation of this Policy, as well as evaluating ongoing and potential risks on a continuous basis. They also monitor and evaluate anti-corruption results and establish guidelines to prevent risks that may occur and to prevent the case from recurring.

**Employees** are responsible for understanding and implementing the Anti-Bribery and Corruption Policy. In case of doubt or witnessing a violation of this Policy, they must report any clues or incidents to their supervisors or through the reporting channels specified by the Company.

## **Guidelines for Combating Fraud and Corruption**

The Company maintains a strict zero-tolerance Policy against corruption and is committed to adhering to anti-corruption laws in all areas where it conducts business. The Company will not engage in any actions that violate the law or ethical standards, whether directly or indirectly. It is dedicated to implementing an effective system to combat fraud and corruption.

Furthermore, employees are strictly prohibited from participating in corrupt activities, including giving or receiving bribes from government and private officials, whether directly or indirectly.

## **Policies and Procedures for Specified Activities**

### **Supporting Political Activities**

- 1) The Company has a policy of remaining politically neutral. It will not support or engage in actions that demonstrate support for any political party.
- 2) Employees have political rights and freedoms in their personal capacity under the provisions of the Constitution. However, they must not mention the Company's name or use any company assets or equipment for the benefit of any political operation, including financial support or providing goods and services, advertising, or promotion, etc.
- 3) Employees are prohibited from accepting money, property, products, or services from the Company to support political activities or engage in any actions that use the Company's resources, such as personnel or buildings, for political promotion or advertising.
- 4) Directors, committee members, and executives are prohibited from ordering or influencing employees or subordinates through any means or forms to participate in political party activities, political groups, or support any type of politician.

### **Charitable Donations and Sponsorships**

The Company donates to charity, both in the form of financial assistance and in other forms, such as sharing knowledge or dedicating time. This is done as part of our commitment to giving back to society without expecting any business results in return.

The Company operates in a transparent manner, without subterfuge. We have a rigorous process for reviewing our objectives and clear controls in place to ensure that our resources are not misused for personal gain or to facilitate corruption, whether for ourselves or others.

### **Guidelines for Donating to Charity**

- 1) The donation must be proven to support actual activities in accordance with the stated charity project, and actions must be taken to contribute to the success of the project's objectives and create tangible benefits for society or fulfill the goals of operating with social responsibility (Corporate Social Responsibility: CSR).
- 2) The donation must be demonstrated to be solely for the specified charity and should not involve any reciprocal benefits for individuals or organizations, except for customary practices like displaying a logo and announcing the Company's name at the event venue or in the media for public relations purposes, etc.

## Guidelines for Sponsorship

Sponsorship is a way to promote the Company's business, distinct from donating to charity. This may be done to further the Company's business goals, enhance its brand, or bolster its reputation, can potentially raise concerns related to bribery. Therefore, in practice, the following guidelines should be followed:

- 1) The support funds must be verifiable, ensuring that the recipients have genuinely undertaken activities in line with the specified project's objectives. This support should be directed towards achieving the project's goals or creating tangible benefits for society, aligning with the Company's commitment to social responsibility (Corporate Social Responsibility: CSR).
- 2) The support funds must be transparent and quantifiable. Providing support or other benefits with monetary value, such as accommodations and meals, should not be tied to reciprocal favors from individuals or organizations. It should adhere to customary business practices and not involve any form of quid pro quo.
- 3) When sponsoring, a formal request document should be prepared. This document should clearly state the recipient's name, the purpose of the support, and include all necessary supporting documents. The request should be presented to the appropriate company approval authority, with approval granted in accordance with the Company's hierarchy of approval.

## **Facilitation Payment**

The Company has a strict Policy against paying any form of facilitation payment, whether directly or indirectly. We do not accept any action in exchange for facilitating business operations. Facilitation Payment may lead to corruption and is considered unacceptable.

## **Gifts, Entertainment, and Other Expenses**

Giving and receiving gifts and entertainment, including various services from trading partners, trading agents, creditors, third parties, or competitors of the Company, can be done in a reasonable manner, in accordance with customs and traditions, and not as an inducement for performance or refraining from performance that may lead to corruption. It is essential to exercise caution when giving or receiving gifts, items, or other valuables, and such gestures should not be aimed at maintaining goodwill, friendship, or good relationships.

Employees may give and receive gifts and entertainment expenses from or to any person if all of the following conditions are met:

- 1) It is not an intentional act to exert influence, reward, or dominate any person in order to gain an advantage through inappropriate actions or as part of an explicit or covert exchange to obtain assistance or benefits.
- 2) Compliance with relevant laws is mandatory<sup>1</sup>.
- 3) The gift is given in the name of the Company, not on behalf of the employee.
- 4) It is not in the form of cash or cash equivalents (e.g., gift cards or vouchers).
- 5) The gift is appropriate to the situation, such as giving small gifts during Chinese New Year and New Year, which is considered a normal practice, etc.
- 6) The giving or receiving of gifts is done openly, not concealed.

<sup>1</sup> Regarding Thailand, refer to Section 6(1) of the Notification of the National Anti-Corruption Commission B.E.2563 regarding the provisions of acceptance of property or other benefits through government officials' ethical standards, property or other benefits which may be considered as income and are not from relative should not exceed 3,000 baht on each occasion.

If it is deemed inappropriate to decline the offer, Employees are permitted to keep gifts with a value not exceeding 3,000 baht. If the gift is worth more than 3,000 baht, they must notify their supervisor and record the gift in the *Report on the receipt of gifts, entertainment, or other benefits* provided by the Company. They should then deliver such gifts to the Company for use as rewards for employees within the Company or donate them to charity as appropriate.

### **Conflict of Interest**

Executives and employees must refrain from engaging in actions that create conflicts of interest with the Company or group of companies. Any action taken must be reasonable and align with the best interests of the Company, while also complying with relevant laws, rules, and regulations, including ethical standards. If there is any action or behavior that could be perceived as a conflict of interest with the Company, such conflicts must be promptly reported for collective consideration and to identify potential solutions and preventive measures.

### **Money Laundering**

Employees must not participate in any money laundering, whether related to the Company's business or personal affairs.

### **Employment of Government Officials**

- 1) The Company does not have a policy of appointing or employing government officials who are currently holding positions in government agencies as employees or executives of the Company.
- 2) In cases where it is beneficial to the Company and not contrary to laws, rules, or regulations, and does not create a conflict of interest with government officials' personal interests, public interest, or government benefits, government officials may be appointed as directors, consultants, or executives of the Company after a cooling-off period of 2 years following their departure from their government positions, or if such appointments are not prohibited by law, rules, or regulations of the agency to which the person previously belonged and related stipulations.
- 3) The recruitment of individuals who are or have been government officials as directors, consultants, or executives of the Company can only be done if there is a process in place to verify the work history and positions held by such individuals within the government. This verification is to ensure that the employment of such government officials is not linked to any other illegitimate benefits.
- 4) To enhance transparency in appointments, the Company will disclose information, including the work experience of former government officials appointed within the Company, in its publications.

## **Companies and individuals Involved in Business**

The Company will inform and support its subsidiaries and follow anti-corruption measures.

### **Business Agents and Intermediaries**

Employees are prohibited from hiring any agents or business intermediaries with the objective of committing corruption.

### **Distribution of Products/Services and Contractors**

The Company will ensure the procurement of products/services is carried out with fairness and transparency. Additionally, the Company will conduct evaluations to carefully select distributors of products/services and contractors. The Company will notify distributors and contractors about this Policy, and it reserves the right to cancel purchases and hiring if it is found that distributors or contractors are engaged in corrupt practices.

## **Risk Assessment**

- 1) Risk assessment is the foundation of anti-corruption measures. Therefore, every executive must have an understanding of the Company's business processes to identify corruption risks and effectively manage them.
- 2) The risk management team must regularly assess corruption risks that may occur, at least once a year, and present their findings to the Risk Management Committee and the Board of Directors for their acknowledgment. This includes reviewing the risk management measures in place to ensure they are appropriate for mitigating risks to an acceptable level.

## **Controls**

- 1) The Company will maintain an effective internal control system to combat corruption. This covers checks and balances, as well as cross-checking of accounting data storage related to various business processes associated with this Policy.
- 2) The internal control system consists of controls throughout the organization, including specific controls and procedures designed to manage the risk of corruption that the Company may face.
- 3) Organization-wide controls include business ethics, management's anti-corruption statement, review of the internal audit department, legal department oversight of contracts, human resources policy for hiring determination, compensation and disciplinary punishment, appropriate delegation of authority and segregation of duties, accurate and truthful recording and reporting of accounting and financial information, and a hotline for reporting clues and complaints.

## **Record Keeping**

- 1) The Company has a policy to comply with standards, principles, and applicable laws regarding the reporting of accounting and financial information.
- 2) All expenditures must be accompanied by documentation, including the archives. They must comply with relevant laws and regulations.

- 3) The Company does not allow the recording of false, against principles, incomplete, incorrect, or manipulated accounts. No accounts must be kept off-book to support or conceal improper payments.

### **Human Resources**

The Company will use this Policy as a part of its personnel management process, which encompasses recruiting, personnel selection, promotions, training, performance evaluation, and employee compensation.

### **Training and Communication**

The Company communicates its Anti-Corruption Policy, guidelines, and channels for reporting complaints or suggestions through various methods to foster knowledge and understanding among all employees at every level, as well as with business partners and customers, to ensure ongoing cooperation in compliance.

### **Employees**

- 1) All employees will receive anti-corruption training and guidance on reporting any suspicions or complaints regularly. They will become familiar with this Policy, understand various forms of corruption risks, and learn how to report instances of witnessing or suspecting corruption.
- 2) All employees will receive a copy of this Policy to ensure they are well informed about the Company's anti-corruption measures. The Company will also notify employees of any changes to important information. Employees can access this Policy on the Company's website.
- 3) Training to provide knowledge about this Policy will be included as part of the orientation for every new employee before they assume their position in the Company.

### **Third Parties, Product/Service Distributors, and Contractors**

- 1) The Company will communicate its Anti-Corruption Policy to third parties, including distributors of products/services and contractors, from the beginning of the business relationship and, as appropriate, thereafter.
- 2) The Company supports third parties, including distributors of products/services and contractors, in adhering to the same standards of social responsibility as the Company.

### **Reporting Violations and Protection for Employees**

- 1) If employees have questions or possess evidence that other employees or individuals acting on behalf of the Company have participated in giving or receiving bribes or engaging in corruption, they must report it to their supervisors or through the reporting channels specified by the Company immediately. We will take such reports seriously and will not impose any punishment on employees who provide information with honest intentions.
- 2) The Company assures employees that no employee will be demoted, punished, or negatively affected in any way for refusing to give a bribe, even if such refusal results in the Company losing business or missing opportunities to gain new business. The Company believes that a strict Anti-Corruption Policy, which refuses to accept any form of corruption, will ultimately create value for



the Company. Additionally, the Company does not tolerate anyone intimidating, harassing, or delaying employees who intend to comply with this Policy.

- 3) If an employee believes they are being intimidated, harassed, or suffered, they should report it immediately to the Internal Audit Department or the Head of Human Resources. If the issue has not been resolved, they should report it through the reporting channels specified by the Company.
- 4) Employees who report suspicions or file complaints will be protected and their legal rights will be safeguarded, following the guidelines established by the Company.

The complainant acknowledges that the complaint must be made honestly, transparently, and correctly. The complainant must confirm that the complaint is factual in all respects and should not be altered or prepared in any way. If the complainant reports false information with no basis of truth, the Company will take action against the complainant in accordance with the Company's policies and relevant laws.

### **Policy Violations**

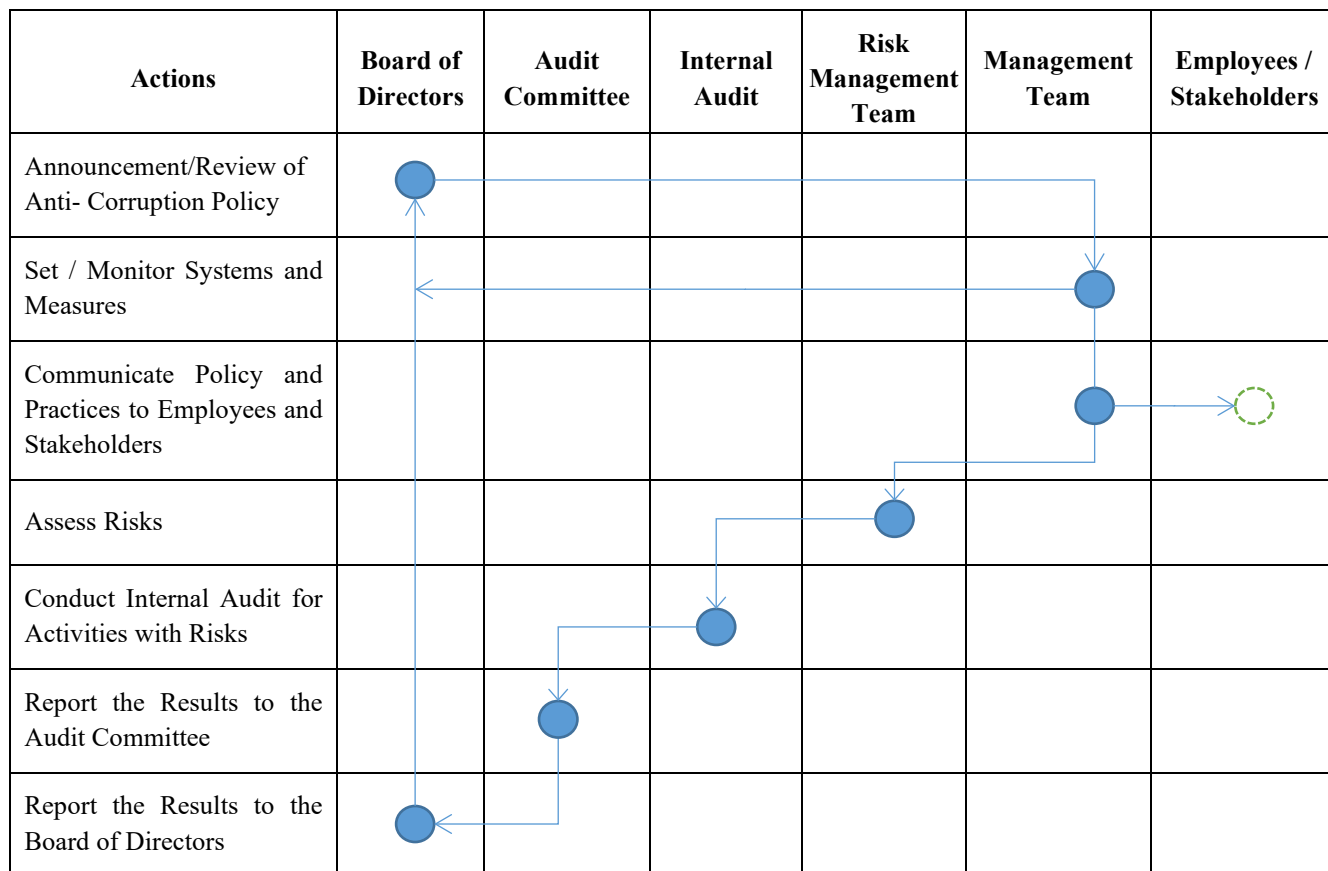
- 1) The Company will take disciplinary action against employees who violate this Policy, including direct supervisors who ignore wrongdoing or acknowledge that wrongdoing has occurred but do not take corrective action. Violation of this Policy or laws related to anti-corruption will result in serious consequences, including but not limited to punishment or termination, as well as potential fines and imprisonment in accordance with relevant laws. Failure to be aware of this Policy and related laws cannot be used as an excuse for non-compliance.
- 2) Third parties, including distributors of products/services or any company contractors, who violate the rules outlined in this Policy or are aware of actions that violate this Policy but do not report them to the Company's management or provide incorrect information when questioned by the Company's investigators, may have their contracts terminated.

### **Supervision, Monitoring, and Review**

- 1) Executives and related departments will jointly review this Policy annually and propose it to the Board of Directors for approval. They will also be responsible for supervising and following up on the implementation of this Policy and providing various recommendations continuously. If any improvements are required, they must be implemented as soon as possible.
- 2) The Internal Audit Department regularly inspects internal control systems and processes to ensure their effectiveness in combating corruption. The audit results will be discussed with relevant individuals to find appropriate solutions and will be reported to both the management and the Audit Committee for further acknowledgment.

## Procedures for Anti-Corruption

### Governance and Audit Procedure



### Internal Audit, Monitoring, and Internal Control Process

The Company has established a process for internal audit, monitoring, and internal control to prevent corruption and ensure that the established risk management system helps achieve the following goals:

- 1) Arrange regular inspections by the internal audit department.
- 2) Provide protection to whistleblowers or complainants.
- 3) Conduct investigations, monitoring, and corrective/preventive actions by the relevant departments in collaboration with the internal audit department.
- 4) Prepare regular reports on audit and internal control results for executives.
- 5) Assess risks associated with various transactions that may involve steps and processes susceptible to corruption.
- 6) Implement risk management and evaluate the risk level, including both the likelihood and the impact.
- 7) Provide continuous communication and training to the Company's personnel to help them gain knowledge and understanding of this Policy.

## Channels for Reporting Complaints

The internal audit department provides channels for employees and stakeholders to report clues and complaints about actions that may indicate bribery, corruption, or fraud. This channel is easily accessible and strictly maintains the confidentiality of the complainant. Currently, stakeholders can report clues and make complaints through the following channels:

**Internal** 1. Supervisor or Executive

2. Suggestion Box

3. Website:

<https://www.i-tail.com/th/investor-relations/corporate-governance/whistleblowing-form>

4. Email: [itail\\_complaint@thaiunion.com](mailto:itail_complaint@thaiunion.com)

**External** 1. Website:

<https://www.i-tail.com/th/investor-relations/corporate-governance/whistleblowing-form>

2. Post:

Attention: Chairman of the Audit Committee / Head of the Internal Audit Department

i-Tail Corporation Public Company Limited

979/92-94 29th Floor, SM Tower Building, Phaholyothin Road, Phaya Thai Subdistrict, Phaya Thai District, Bangkok 10400

Telephone: 02-2980029

All channels for reporting complaints are managed by the internal audit department, which is responsible for collecting complaints and reporting them to the audit committee for consideration of further investigation of the facts.

This Policy has been approved by the Board of Directors and will be effective from October 30, 2023, onwards.