INTOUCH

# Anti-Bribery and Corruption Policy

Intouch Holdings Plc.

# Table of Contents

# MESSAGE FROM THE CHAIRMAN OF THE BOARD AND THE PRESIDENT

**To: All the Company's directors, executives and employees**

We at INTOUCH are committed to conducting our business in a transparent, ethical and lawful manner. As part of this commitment, we have a zero-tolerance policy towards bribery and corruption, and will not pay or accept bribes of any kind, either directly or indirectly. We are also committed to implementing and enforcing effective systems to counter bribery and corruption.

This Anti-Bribery and Corruption Policy provides the directors, management and employees with rules and guidelines on how to behave when they are confronted with bribery and/or corruption. If anyone is unsure whether a particular act constitutes bribery or corruption, or has any queries about this Policy, they should raise the matter with their supervisor or the head of the Compliance Office.

The Board of Directors expects everyone at INTOUCH to uphold this Policy and strictly adhere to it in every aspect.

( Mr. Kan Trakulhoon )
Chairman of the Board of Directors
Intouch Holdings Plc.

( Mr. Kim Siritaweechai )
President
Intouch Holdings Plc.

# Intouch Holdings Plc.

## Anti-Bribery and Corruption Policy

## 1. INTRODUCTION

1.1 Intouch Holdings Plc. ("the Company or INTOUCH") is committed to conducting its business in a transparent, ethical and lawful manner. As part of this commitment, the Company is opposed to all forms of bribery and corruption.

1.2 The Company's Anti-Bribery and Corruption Policy ("this Policy") has been drawn up in line with international standards, along with the *Guidelines on Appropriate Internal Control Measures for Juristic Persons to Prevent Bribery of State Officials, Foreign Public Officials and Agents of Public International Organisations* published by the National Anti-Corruption Commission, to ensure compliance with the applicable anti-bribery and corruption laws. This Policy has been approved by the Board of Directors.

## 2. PURPOSE

This Policy is intended to:

1) State the Company's zero-tolerance position on bribery and corruption.
2) Provide policies and guidelines for the Company and its employees to prevent breaches of anti-bribery and corruption laws.
3) Set out monitoring and review procedures to ensure compliance with this Policy.
4) Encourage the Company's employees to be vigilant and to report any suspicion of bribery and corruption through the secure communication channels provided.

## 3. SCOPE

3.1 This Policy applies to all the directors, executives and employees (collectively known as "the Employees") of the Company and its affiliated companies.

3.2 This Policy also applies to third parties who act on the Company's behalf.

## 4. DEFINITION

In this Policy, the words and expressions listed below shall have the meanings hereby assigned to them except where the context otherwise requires.

1) **"Anti-bribery and corruption laws"** means all the laws and regulations related to bribery and corruption, including the *Act Supplementing the Constitution Relating to the Prevention and Suppression of Corruption, B.E. 2561* (as amended from time to time).
2) **"Affiliated companies"** means all business entities which are controlled by the Company in accordance with the provision under Section 39 of the *Revenue Code.*
3) **"Bribery"** means promising, offering or giving money, property or anything of value to any person, either directly or indirectly, with the intention of persuading that person to wrongfully perform, not perform or delay the performance of any duty in his or her office. Bribes can take many forms, for example:
    a) Cash and cash equivalents (gift certificates or vouchers)
    b) Fees, loans or discounts
    c) Gifts or hospitality
    d) Travel expenses for leisure that are not related to any business matter

e) Offers of employment or internships

f) Political contributions

g) Charitable contributions and sponsorships

h) Facilitation payments

4) **"Corruption"** means the abuse of entrusted power for private gain.

5) **"Facilitation payments"** means small payments made to Public Officials to secure or expedite routine or necessary actions which they are already required to perform.

6) **"Political contributions"** means monetary or non-monetary support for political parties, individual politicians or political candidates. Non-monetary support includes loans or donations of equipment, free technical services and the Employees donating their time during working hours.

7) "**Public official**" means state official or government official as defined below, foreign official or any agent of a public international organization as stipulated in Section 4 of the *Act Supplementing the Constitution Relating to the Prevention and Suppression of Corruption, B.E. 2561.*

**State official/Government official** means person holding a political position, government official or local official holding a position or receiving regular salary, person performing duties in a state enterprise, state agency, local administrator or member of a local assembly who does not hold a political position, employee as defined by the local administration act, as well as committee member, subcommittee member, employee of the state enterprise or state agency, and any individual or group of individuals who exercises or assigned to exercise the administrative power to undertake a particular action permitted by laws established under the government system, state enterprise or other state administration.

8) **"Third parties"** means agents, advisors, consultants, joint venture partners or other intermediaries, whether individuals or entities, who deal with public officials on the Company's behalf.

## 5. ROLES AND RESPONSIBILITIES

5.1 The Board of Directors is committed to supporting and promoting this Policy, and has overall responsibility for ensuring that the Company meets all its obligations under anti-bribery and corruption laws. This is overseen through the Audit and Risk Committee.

5.2 The Compliance Office is responsible for implementing this Policy, as well as establishing the necessary practices and procedures to prevent any violation of this Policy. It is also responsible for providing the related training, along with advice on the application of this Policy.

5.3 All executives are responsible for ensuring that everyone who reports to them is made aware of and understands this Policy through adequate and regular training sessions.

5.4 The Employees must uphold this Policy when performing their duties. Anyone who knows of or suspects a violation of this Policy must report it to a supervisor or through one of the channels established under the Company's *Whistle-blowing Policy.*

## 6. POLICY STATEMENT

6.1 It is the Company's policy to comply with the anti-bribery and corruption laws everywhere it does business. The Company has adopted a zero-tolerance policy towards bribery and corruption, and will not be a party to any illegal practices or unethical behaviour, either directly

or indirectly through intermediaries. The Company is committed to implementing and enforcing effective systems to counter bribery and corruption.

6.2 The Employees are prohibited from engaging in acts of corruption, and paying bribes to, or accepting bribes from, Public officials or private individuals such as a person who works for an entity with which the Company transacts business, either directly or indirectly through an intermediary.

## 7. POLICIES ON AND PROCEDURES FOR SPECIFIED ACTIVITIES

### 7.1 Political Contributions

7.1.1 The Company has adopted a policy of political neutrality and generally does not make political contributions. In exceptional circumstances, if a contribution is made to support the democratic system, it must not be prohibited under any applicable law or made with the expectation of favorable treatment in return.

7.1.2 Before making a contribution, a requisition form naming the recipient(s) and describing the purpose of the contribution, along with all other supporting documents, must be submitted to the Board of Directors for approval.

7.1.3 The Employees are able to participate in political activities under the terms of the Constitution, but they must not claim the status of being an employee of the Company or use any of the Company's property or equipment for the purpose of political activities. If the Employees engage in political activities, they must take particular care not to imply that they are acting on behalf of the Company in any way.

### 7.2 Charitable Contributions and Sponsorships

7.2.1 As part of its commitment to corporate social responsibility, the Company makes charitable contributions, whether by direct financial aid or services-in-kind (such as providing knowledge and donating time), without demand or expectation of a business return, in a way that should generate positive publicity and a good corporate image.

7.2.2 Sponsorships differ from charitable contributions as they provide a channel for the Company to promote its business. Sponsorships can take various forms such as cultural events, the arts, and grants for education.

7.2.3 The Employees must be careful to ensure that charitable contributions and sponsorships are not used as a subterfuge for bribery. All charitable contributions and sponsorships must be transparent and provided in accordance with anti-bribery and corruption laws.

7.2.4 Before making any charitable contributions or sponsorships, a requisition form naming the recipient(s) and describing the purpose of the charitable contribution or sponsorship, along with all other supporting documents, must be submitted to the Company's authorized persons for approval in accordance with the Company's *Approval Authority*.

### 7.3 Facilitation Payments

7.3.1 It is the Company's policy not to make any facilitation payments. Facilitation payments can only be made in exceptional circumstances where the Employees face the threat of physical harm or believe that their lives are in danger. Such payments must be documented in writing and submitted to the Compliance Office for review.

7.3.2 Finally, the purpose and nature of these payments must be accurately recorded in the Company's books and records.

7.4 **Gifts and Hospitality**

7.4.1 The Company recognizes that giving or receiving of gifts or hospitality an important part of developing and maintaining business relationships.

7.4.2 The giving and receiving of gifts and/or hospitality to or from any person is not prohibited if the following requirements are met:

1) It is not made with the intention of influencing, inducing or rewarding any person in order to gain an advantage through improper performance, or in explicit or implicit exchange for favors or benefits.
2) It complies with the stipulations in the relevant laws[1].
3) It is given in the Company's name, not the Employee's name.
4) It does not include cash or cash equivalents (such as gift certificates or vouchers).
5) It is appropriate in the circumstances, taking into account the reason, the monetary value and the timing. For example, it is customary for small gifts to be given at Thai New Year (Songkran), Chinese New Year and International New Year.
6) It is given openly, not secretly.

Note[1] According to the *Organic Act on Anti-Corruption, B.E. 2561 (2018)* and Section 6 (1) of the *Notification of the National Anti-Corruption Commission* Concerning *the provisions of the acceptance of property or any other benefit on ethical basis of State officials, B.E. 2563 (2020), the* acceptance of properties or other benefits from any person other than relatives can be done, but the price or value of the properties or other benefits received from each person must not exceed 3,000 baht on each occasion.

7.4.3 If it is deemed inappropriate to decline the offer, the employees are permitted to keep small gifts with a monetary value of 3,000 baht or less. Any gifts which have a monetary value greater than 3,000 baht, the employees must declare each gift to their supervisor, record it in the Company's gift register, and then send it to the Human Resources department. These gifts will either be included in raffles for the Employees or donated to charity.

7.5 **Employment of public officials**

7.5.1 The Company does not have a policy to appoint or employ any incumbent public official as an employee or executive.

7.5.2 In the event that such appointment/employment is beneficial to the Company and does not violate any laws or regulations or cause any conflict of interest between the public official's personal interests, collective interests, state's interests, and the Company's business interests, the Company may appoint such public official as a director or advisor to perform the Company's business duties at certain times, as per the conditions in 7.5.3. However, this must not affect the performance of his/her state duties.

7.5.3 The Company may appoint or employ a former public official as a director, advisor, executive, or employee after the cooling-off period of 2 years. The appointment/employment can also be done if it is not prohibited by laws or regulations of the public official's former agency or other related regulatory agencies.

7.5.4 The Company may recruit an individual who is/was a public official as a director, advisor, executive or employee after conducting a check on his/her background and the positions held during his/her tenure as a public official. This is to ensure that such appointment/employment will not cause any conflict of interest; and is not undertaken in exchange for any other benefit or in favor of the Company.

7.5.5 The Company shall disclose past and current information concerning the positions in state employment and work experience of any public official it appointed as a director or executive.

## 7.6 Acting Through Third Parties

7.6.1 Under the Act Supplementing the Constitution Relating to the Prevention and Suppression of Corruption, B.E. 2561, the Company may be held liable for the wrongful activities of third parties that are dealing with Public officials on the Company's behalf. To protect the Company from this liability, the Employees who initiate business relationships or lead contract negotiations must undertake the anti-bribery and corruption measures described below.

1) Due diligence on third parties

Before establishing any business relationship, the Employees must conduct an appropriate due diligence on third parties with regard to their background, experience, reputation, and any risk of bribery or corruption that might exist. The process and extent of the due diligence to be performed depends on the circumstances and will be determined by the Compliance Office. This due diligence must also be conducted upon each contract renewal or at least once every three years in the case of long-term contracts.

2) Agreements

All agreements with third parties must be made in writing, define the scope of the relationship, and specify the compensation terms. These agreements must be reviewed and approved by the Legal department and include the following provisions:

a) A commitment by the third party to comply with anti-bribery and corruption laws, as well as this Policy or its own policy that is at least equivalent to this Policy, in carrying out its responsibilities under the agreement.

b) A declaration by the third party that it does not engage in bribery or corrupt practices.

c) The Company's right to terminate a contractual relationship if the third party is found to have breached anti-bribery and corruption laws.

d) A promise by the third party to respond to all the Company's requests for information on the services rendered and the related expenditure.

3) Appropriate compensation

The Employees must ensure that the agreed compensation is appropriate and justifiable for all the legitimate services rendered. Payments to third parties must not be made in cash.

4) Support and training

The Employees should assist the personnel of third parties in appropriate anti-corruption measures, and provide related training if required.

5) Monitoring

The Employees must monitor all third parties to ensure that they comply with anti-bribery and corruption laws and this Policy, and promptly report any sign of improper conduct.

7.6.2 When the Company enters a joint venture that it controls, the Employees must ensure that this entity implements the anti-bribery and corruption measures set forth in this Policy. If the Company does not have control over a joint venture, the Employees should make every effort to encourage the other party to implement measures at least equivalent to this Policy.

## 7.7 Suppliers and contractors

7.7.1 The Company will conduct the procurement of goods and services in a fair and transparent manner, and will act with due care when evaluating prospective suppliers and contractors.

7.7.2 The Company will make this Policy known to its suppliers and contractors, and whenever possible will reserve the right to terminate a contractual relationship if they are found to have breached anti-bribery and corruption laws.

## 8. RISK ASSESSMENT

8.1 Risk assessment is the foundation of an anti-bribery and corruption programme. To address the risks of bribery and corruption in the Company's business, all members of management must understand how their business procedures may expose them to such risks.

8.2 The management will conduct a bribery and corruption risk assessment on a regular basis (at least once a year) and review the existing mitigation measures to ensure they are appropriate.

## 9. CONTROLS

9.1 The Company will maintain an effective system of internal controls to counter bribery and corruption: these will include checks and balances over accounting and record-keeping practices, as well as other business processes related to this Policy.

9.2 The internal control system consists of company-wide controls, as well as specific controls and procedures designed to address particular elements of corruption risks facing the Company.

9.3 Company-wide controls include the following: the Code of Conduct; the Anti-Corruption Management Statement; the Company's Ethics Hotline; Legal department oversight of contracts; Human Resources department policies on staffing, compensation and disciplinary action; appropriate delegation of authority and segregation of duties; accurate and truthful financial accounting, reporting and record-keeping; and Internal Audit department reviews.

## 10. ACCURATE BOOKS AND ACCOUNTING RECORDS

10.1 It is the Company's policy to follow the applicable standards, principles and laws for accounting and financial reporting.

10.2 All financial transactions must be accurately recorded in the Company's books in a timely manner and in reasonable detail, and must be available for auditing by the Company's internal and external auditors. No accounts must be kept "off-book" to facilitate or conceal improper payments. False, misleading, incomplete, inaccurate or artificial entries in the Company's books, records or accounts are prohibited.

10.3 The retention and archiving of the Company's records must comply with all applicable laws and regulations.

## 11. HUMAN RESOURCES

Human resource management practices, which include recruitment, promotion, training, performance evaluation, remuneration and recognition, will reflect the Company's commitment to this Policy.

## 12. TRAINING AND COMMUNICATION

12.1 **The Employees**

12.1.1 The Company will provide anti-bribery and corruption training to all the Employees on a regular basis to raise awareness of this Policy, in particular the different types of bribery, the risks of engaging in bribery and corruption, and how to report any suspicious activity.

12.1.2 All new Employees will receive training on this Policy during their orientation or induction process. Each one of the Employees will receive a copy of this Policy and the anti-bribery and

corruption programme, and be advised that it can also be found on the Company's intranet and website (www.intouchcompany.com). The Employees will be informed whenever significant changes are made to this Policy, and all additions and amendments will be posted on the Company's intranet and website.

12.2 **Third parties, suppliers and contractors**

The Company's zero-tolerance policy towards bribery and corruption must be communicated to all third parties, suppliers and contractors at the outset of every business relationship with the Company and as appropriate thereafter. The Company encourages every person it deals with to adhere to similar standards of corporate responsibility.

## 13. REPORTING VIOLATIONS AND PROTECTION FOR EMPLOYEES

13.1 Any knowledge or suspicion of other Employees, or anyone acting for or on behalf of the Company, engaging in bribery and corruption must be reported at the earliest possible opportunity through the channels provided in the Company's *Whistle-blowing Policy*. All reports will be taken seriously and no Employees will be discriminated against in any form as a result of reporting a suspicion in good faith.

13.2 The Company is committed to ensuring that no Employees will suffer demotion or other adverse consequences, or incur any kind of penalty, for refusing to pay bribes, even if this may result in the Company losing existing business or failing to secure new business. The Company believes that its zero-tolerance of bribery and corruption will add long-term value to its business. Furthermore, the Company will not tolerate any action by any person within the business attempting to threaten, harass or dissuade an individual who is intent on complying with this Policy.

13.3 Any Employees who believe that they have suffered unfair treatment as a result of complying with this Policy should immediately inform their supervisor, the head of the Compliance Office or the head of the Human Resources department. If the matter is not remedied, it should be raised formally through the procedures laid down in the Company's *Whistle-blowing Policy*.

## 14. MONITORING AND REVIEW

14.1 The Compliance Office must monitor the Company's compliance with this Policy, and report its monitoring activities to the Audit and Risk Committee on a regular basis.

14.2 The Company's internal control systems and procedures will be reviewed periodically by the Internal Audit department to ensure that they are effective in countering bribery and corruption. All review results will be discussed with the relevant personnel, and any appropriate corrective actions will be promptly reported to senior management and the Audit and Risk Committee.

## 15. POLICY VIOLATIONS

15.1 Any breach of this Policy or anti-bribery and corruption laws could result in potentially serious consequences, including but not limited to sanction or termination of employment or contract by the Company, and fines and/or imprisonment under applicable laws. Ignorance of this Policy and/or the applicable laws is not an excuse for failure to comply.

15.2 Any third party, supplier or contractor who violates the terms of this Policy, or knows of and fails to report potential violations to the Company's management, or misleads investigators over potential violations, will face contract termination.

## 16. SUGGESTIONS AND QUERIES

If the Employees have any queries about this Policy or suggestions for improving it, they should raise the matter with their supervisors or the Compliance Office.

## 17. RELATED POLICIES

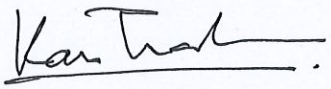
This Policy should be read in conjunction with the following documents issued by the Company:

1) Corporate Governance Policy
2) Code of Conduct
3) Whistle-blowing Policy
4) Work Rules

## 18. REVIEW OF THIS POLICY

The Compliance Office must review this Policy on an annual basis, and submit any proposed amendments to the Audit and Risk Committee and the Board of Directors for approval.

The revised version of this Policy became effective on July 1, 2022.



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