



ANTI-CORRUPTION POLICY

Neo Corporate Public Company Limited

Anti-Corruption Policy

Neo Corporate Public Company Limited and its subsidiary company (“**Companies**”) recognize the importance of anti-corruption and are determined to operate their businesses with morality within the corporate governance framework by adhering to the principles of corporate governance, morality and business ethics with responsibilities towards the society, environment, and all stakeholders. The Companies operate their businesses with transparency, fairness, and accountability.

To ensure that the Companies have a policy to define appropriate roles, responsibilities, practices, and requirements for their operations to prevent corruption in all business activities of the Companies and to ensure that decisions and business operations that may carry corruption risks are thoroughly considered and acted upon, the Companies have established the “Anti-Corruption Policy” in writing. The policy serves as a guiding principle to make the Board of Directors, executives, and employees at all levels aware of their responsibilities with the conscience to uphold honesty and integrity in performing their duties, free from corruption or improper benefit-seeking in their roles. It also serves as a clear guide of practice for conducting business and advancing the organization towards sustainability.

1. Definitions

“**Corruption**” means abuse of power, authority, or duty to obtain an undue benefit for personal gain or the benefit of others, or to cause damage to others’ interests, giving or accepting any forms of bribes, such as improperly offering, promising, demanding, giving, or accepting money, property, or other benefits to/from a public official, government agency, private entity, or person in charge, whether directly or indirectly, in order to induce such person to perform or omit to perform their duties, or to obtain or retain an improper business benefit.

“**Charity**” means activities involving expenditure of money without tangible returns.

“**Donation for public benefit**” means expenditure of money for projects or activities for the benefits of the communities, society, or groups of people, whereby the Company may not receive tangible returns.

“**Political contributions**” means provision of assistance on behalf of the Companies, whether in the form of financial or in-kind contributions, to support political activities. Financial assistance may include loans. In-kind contributions are such as providing goods or services, advertising, promoting, or endorsing political parties, purchasing tickets to fundraising events, or donating to organizations closely affiliated with political parties, etc., with the exception of contributions to support democratic procedures that are permitted by law.

“**Sponsorships**” means money paid for services or benefits that are difficult to evaluate the results and track. Sponsorships may be linked to or associated with bribery. That is, for example, sponsorships may come with an ulterior motive by using sports for charitable purposes or using a charitable organization as front cover to gain advantages in the consideration by government officials or relevant persons. (Examples of the advantages gained in the consideration are such as promises, business opportunities or bidding, reduced or canceled fees, assistance provision, or cancellation of license requirements that deviate from the normal government decision-making process, cancellation or reduction of legal requirements, or provision of assistance in accessing government officials.)

“Government officials” means government officials as defined in the law on prevention and anti-corruption. This term encompasses public servants, government officers, state enterprise employees, employees, agents, or any other persons representing the following agencies:

- Ministry, departments, bureaus, or government agencies (e.g., Customs Department, Immigration Bureau, etc.);
- International organizations (e.g., World Bank, International Monetary Fund, etc.);
- Political parties, political office holders, or election candidates (both government and opposition parties), local government administrators;
- Regulatory authorities (e.g., the Securities and Exchange Commission, the Bank of Thailand, the Stock Exchange of Thailand, etc.);
- State enterprises or companies or other organizations that are owned or controlled by the state or government agencies.

2. Anti-Corruption Policy

- 2.1 Directors, executives and employees of the Company and its subsidiary company must not engage in, participate in, or accept any form of corruption, whether directly or indirectly, for the benefit of the organization, themselves, their families, friends, or acquaintances, or for business benefits. This prohibition covers all businesses, both domestic and international, including all relevant departments of the Company and its subsidiary company.
- 2.2 The Companies must regularly review their compliance with this Anti-Corruption Policy, the guide of practice, and the operational requirements to ensure that they correspond to the changes in the business, regulations, and legal requirements. Persons committing any violations or actions which support, assist, or collude in corruption will be considered for disciplinary action(s) in accordance with the Company’s regulations.

3. Responsibilities

- 3.1 The Board of Directors has the duty and responsibility to establish and approve the Anti-Corruption Policy by implementing an efficient system to support the fight against corruption. This is to ensure that the management is aware of the importance of the policy and integrates them into the organizational culture.
- 3.2 The Audit Committee has the duty and responsibility to review to ensure that the Companies have adequate internal controls and that their operations comply with the Anti-Corruption Policy, regulations, and applicable laws.
- 3.3 The management is responsible for establishing a system to promote, support, and oversee to ensure that employees and relevant parties in all departments comply with the Anti-corruption Policy and regulations. This includes reviewing the appropriateness of various systems and measures to ensure that they correspond to the changes in the business, regulations, and legal requirements.

- 3.4 The Internal Audit Department has the duty and responsibility to audit and monitor the performance to ensure its correctness and compliance with policies, guides of practices, regulations, and applicable laws. This is to ensure that an adequate and appropriate internal control system is in place to control the risks of corruption which may arise and to report to the Audit Committee.
- 3.5 Directors, executives, and employees of the Company and its subsidiary company have the duty to adhere to the Anti-Corruption Policy and must not be involved in any form of corruption, whether directly or indirectly.
- 3.6 Subsidiary company, associated company, or business agents of a company under the Company's control must agree to adhere to the Company's Anti-Corruption Policy.

4. Scope and guide of practice

- 4.1 To ensure clarity in the implementation of the Anti-Corruption Policy and to avoid the risks that may lead to corruption, the Companies require the directors and all levels of executives and employees of the Company and its subsidiary company to perform their duties with care and diligence to prevent all forms of corruption, as follows:
- **Giving and acceptance of bribes**
Offers and acceptance of any form of bribes in exchange for business benefits are strictly prohibited. It is also prohibited to assign others to offer or accept bribes on behalf of oneself.
 - **Gifts, reception, and other benefits**
Giving or acceptance of gifts, assets, reception, or any benefits to/from the Companies' customers, business partners, or relevant persons must be done in compliance with the "Code of Conduct and Business Ethics" or regulations of the Companies.
 - **Political contributions**
The Companies do not have a policy of assisting or supporting any political parties, political groups, or politicians, whether directly or indirectly.
 - **Acceptance of donations, charitable donations, donations for public benefit, and giving or acceptance of financial sponsorships**
The Companies prescribe that acceptance of donations, charitable donations, donations for public benefit, and giving or acceptance of financial sponsorships must comply with the following requirements:
 - 1) It must be transparent and in compliance with the law. It must not be contrary to morals nor cause harm to the society as a whole.
 - 2) It must not involve, or used as an excuse for, bribery.
 - 3) It must comply with the procedures for the review and approval of charitable donations, donations for public benefit, or financial sponsorships under the Companies' regulations.

- 4) In case of any doubts that may have legal implications, written advice must be sought from the legal department. For other significant matters, it should be at the discretion of the management.
- 4.2 The Companies are committed to creating and maintaining the organizational culture that does not tolerate corruption, whether in transactions with the public sector or the private sector.
- 4.3 The Companies have established their disbursement and procurement regulations, specifying budget limits, transaction approval manuals, purposes of each transaction, and recipients, with clear supporting documents and evidence being required and appropriate approval authority for each level of transactions being determined.
- 4.4 The Companies must not do any business with any individuals and legal entities associated with corruption.
- 4.5 Directors and all levels of executives and employees of the Company and its subsidiary company must not overlook or ignore any actions falling within the scope of corruption involving the Company and its subsidiary company. They must report such incidents to their supervisor or the responsible persons, and they must cooperate in the investigation of facts. Furthermore, channels for reporting clues or receiving complaints from both internal and external persons must be provided.
- 4.6 The Companies must ensure fairness and provide protection for the employees who reject or report corruption-related activities involving the Company and/or its subsidiary company. The Company must not demote, punish, or provide negative consequences to the employees who do not tolerate corruption, even if such actions may result in a loss of business opportunities for the Companies.
- 4.7 The Board of Directors and all levels of executives of the Company must demonstrate honesty and serve as good role models in adhering to the Anti-Corruption Policy. It is prescribed that the Companies' secretary is responsible for disseminating knowledge, creating understanding, and promoting a genuine and consistent commitment to the Anti-Corruption Policy among all levels of employees, fostering it as an integral part of the organizational culture.
- 4.8 The Anti-Corruption Policy must also cover the human resource management process, including the recruitment or selection of personnel, promotion, trainings, and performance evaluations of employees. All levels of supervisors are required to communicate to employees and ensure that employees understand and implement the policy effectively in the business activities within their areas of responsibility.
- 4.9 Any actions under the Anti-Corruption Policy must follow the guide of practice outlined in the "Corporate Governance Policy", the "Code of Conduct and Business Ethics", including applicable regulations and operating manuals of the Companies, as well as other guides of practice to be specified by the Company in the future.
- 4.10 The Companies require that the Anti-Corruption Policy be communicated through both internal and external media, such as announcements on the Companies' website and annual reports. This policy of the Companies is compliance with Thailand's law on anti-corruption.

- 4.11 The Companies encourages their contracting parties, business partners, or other persons required to perform a duty related to the Companies to report any violations of the Company's Anti-Corruption Policy.

5. Whistleblowing matters or complaints related to corruption

1) One witnesses any act of corruption involving to the Company and/or its subsidiary company, whether directly or indirectly. For example, a person associated with the Company and/or its subsidiary company is witnessed to have engaged in bribery or receiving bribes from a government official or private sector employee.

2) One witnesses any actions that deviate from the steps under the Companies' regulations or that affect the Companies' internal control system in a way that raises suspicion that it is a corruption channel.

3) One witnesses any actions that have caused the Companies to lose benefits and affected the Companies' reputation.

4) One witnesses any actions that violate the law, regulations, or the Code of Conduct and Business Ethics.

6. Channels for whistleblowing or submitting complaints related to corruption

The Board of Directors has appointed the Audit Committee to consider accepting whistleblowing and complaints on actions that may give rise to suspicions of corruption, whether directly or indirectly, through the whistleblowing channels provided in this policy. The persons making complaints must specify the details of the matter to be reported or complained of, along with their name, address, and contact telephone number, and submit it through the following channels:

1. By email to the Chairman of the Audit Committee/the Audit Committee at whistleblower@neo-corporate.com or other email address to be specified; or

2. By post to the following address:

Chairman of the Audit Committee/the Audit Committee

Neo Corporate Public Company Limited

No. 888 Soi Sukhumvit 54, Phra Khanong Tai Subdistrict,

Phra Khanong District, Bangkok 10260

In case the whistleblowers or persons making complaints have a complaint against the Chief Executive Officer or the Executive Committee, the complaint must be submitted to the Chairman of the Audit Committee.

Persons who may report clues or makes complaint relating to corruption are all groups of stakeholders of the Companies, being shareholders, customers, trade competitors, creditors, government sector, the community, society, executives, and employees of the Companies. Notwithstanding your reporting channels as mentioned above, the Companies will maintain strict confidentiality regarding the confidential information of the persons making complaints and must not disclose the identity of the whistleblowers or the persons submitting complaint.

7. Measures to protect and maintain confidentiality

In order to protect the rights of the whistleblowers, the persons submitting complaints, or the persons providing information with honest intent, the Companies will conceal the names, addresses, or any information that could identify the whistleblowers, the persons submitting complaints, or information providers. The Companies will keep and maintain the confidentiality of the information of the whistleblowers, the persons submitting complaints, or information providers. Access to such information will be restricted to only those responsible for conducting investigations on the reported complaints.

In the event of a complaint, the Companies will establish measures to protect the whistleblowers, the persons submitting complaints, or information providers, witnesses, and persons who provide information in the investigation of facts from any troubles, dangers, or unfairness resulting from their whistleblowing, submission of complaints, being witness, or provision of information to the Companies. If the Companies consider that such complaint in question tends to cause a trouble, harm or unsafe condition to the complainants, such protective measures must be implemented.

Furthermore, the persons who obtain information from their performance of duties related to complaints have the duty to maintain the confidentiality of the information, complaints, and documents and evidence of the whistleblowers or complainants. They are prohibited from disclosing the information to other persons with no relevant duties, unless the disclosure is an obligation required by law.

8. Investigation procedures and penalty

- 1) When a whistleblowing or complaint is received, the Chairman of the Audit Committee, the Audit Committee, or the person designated by the Chairman of the Audit Committee (the “**Complaint Recipient**”) must be responsible for conducting initial screening, verification and investigation of facts.
- 2) During the investigation of facts, the Complaint Recipient may provide periodic updates on the progress of the investigation to the whistleblower or the persons submitting complaints.
- 3) After the Complaints Recipient has conducted the investigation and found credible evidence or information suggesting that there is a reasonable cause to believe that the alleged wrongdoer has engaged in corruption, the alleged wrongdoer must be informed of the allegations and must be allowed the opportunity to defend themselves by providing additional information or evidence that demonstrates no involvement in the alleged corruption.
- 4) If the Complaint Recipient has considered the available information or evidence and considered that there is a reasonable cause to believe that the alleged wrongdoer has engaged in corruption, the Complaint Recipient will present the case along with its opinions to the Audit Committee and/or the Executive Committee for consideration and determination of penalties as it considers appropriate.
- 5) Corruption is considered a violation of the Anti-Corruption Policy and the Code of Conduct and Business Ethics of the Companies. The alleged wrongdoer will be subject to disciplinary actions pursuant to the regulations prescribed by the Companies. Additionally, if such act of corruption is a legal offence, the wrongdoer may also be subject to legal penalties. In this regard,

the disciplinary actions imposed in accordance with the Companies' regulations and the decisions of the Chief Executive Officer must be final.

In the event of a complaint against the Chief Executive Officer or the Executive Committee, the Audit Committee is responsible for receiving the complaint, gathering information, and conducting a verification of alleged facts. The Audit Committee must report its findings to the Board of Directors for consideration and determination of penalties as it considers appropriate.

9. Publication of Anti-Corruption Policy

In order for everyone within the organization to be aware of the Anti-Corruption Policy, the Companies will take the following actions:

- 1) The Companies must prominently display the Anti-Corruption Policy in obvious locations within the organization where everyone can read.
- 2) The Companies must disseminate the Anti-Corruption Policy through the Companies' communication channels, such as the Companies' website, emails, and the annual registration statement/annual report (Form 56-1 One Report).
- 3) The Companies must provide trainings on the Anti-Corruption Policy to all new employees.

10. Review and modification of the policy

The Companies will conduct regular reviews of the Anti-Corruption Policy at least once a year.

This Anti-Corruption Policy is effective from 31 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors
Neo Corporate Public Company Limited