



[Translation]

Announcement

No. HR.007/04/2025

Anti-Bribery and Corruption Policy

Endorsed by	TGH – Anti-Corruption Committee, dated 18 November 2025
Approved by	TGH – Board of Directors, dated 27 November 2025
Effective date	28 November 2025
Next review date	28 November 2026



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History

Effective date	Material Changes
11 July 2018	Initial issuance of the Anti-Bribery and Corruption Policy (dated 11 July 2018).
15 August 2023	Comprehensive review of the Anti-Bribery and Corruption Policy. <ul style="list-style-type: none">▪ Endorsed by the Anti-Corruption Committee on 4 August 2023.▪ Approved by the Board of Directors at Meeting No. 5/2023 on 11 August 2023.
27 November 2025	Comprehensive review of the Anti-Bribery and Corruption Policy. <ul style="list-style-type: none">▪ Expanded and clarified the duties and responsibilities of the Fraud Prevention and Investigation Office.▪ Referenced measures and practices aligned with the updated CAC Self-Evaluation Framework for Anti-Corruption Systems, as well as the Conflict-of-Interest Policy and the Whistleblowing Policy. Endorsed by the Anti-Corruption Committee on 18 November 2025.▪ Approved by the Board of Directors at Meeting No. 6/2025 on 27 November 2025.

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Anti-Bribery and Corruption Policy

1. Introduction

Thai Group Holdings Public Company Limited (“the Company”) and its affiliated companies are committed to conducting business with integrity and social responsibility, in accordance with corporate governance principles and the Company’s code of ethics. Accordingly, the Company has established this Anti-Bribery and Corruption Policy to ensure that the Company and its group companies maintain clear responsibilities, guidelines, and operational requirements to prevent corruption in all business activities.

This Anti-Bribery and Corruption Policy serves as a framework for appropriate business conduct to combat all forms of corruption (Zero Tolerance for any form of corruption), including the giving or receiving of bribes, corruption, and misconduct. Directors, executives, and employees of the Company are strictly prohibited from soliciting, engaging in, or accepting corruption in any organization, whether public or private, for the benefit of the Company, themselves, their families, friends, or associates. The Policy aims to promote values of honesty, integrity, and accountability, fostering an organizational culture of ethical conduct. Compliance with this policy will be regularly reviewed, and operational procedures and requirements will be updated to remain consistent with business developments, regulations, and applicable laws.

2. Objectives

- 2.1 To promote organizational alignment with national strategies and policies for the prevention and suppression of corruption, including the prevention and resolution of bribery, corruption, and misconduct in both the public and private sectors.
- 2.2 To ensure that all directors, executives, and employees conduct business according to governance principles with honesty, transparency, and accountability, treating all stakeholders fairly and avoiding personal or affiliated gains.
- 2.3 To encourage and support the active participation of directors, executives, and employees of the Company and its group companies in preventing and combating bribery, corruption, and misconduct, fostering awareness and prioritization of anti-corruption measures, and ensuring no tolerance for corruption of any kind within the organization.
- 2.4 To strengthen the Company’s reputation and build stakeholder confidence through transparent, ethical, accountable, and fair management and operations.

3. Scope

This Anti-Bribery and Corruption Policy applies to all directors, executives, and employees of Thai Group Holdings Public Company Limited (“the Company”) and its affiliated companies. Strict adherence is required, and business partners, distributors, and stakeholders are also encouraged to support and comply with this Policy.

4. Governance structure

Certification	Anti-Corruption Committee
Approval	Board of Directors



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5. Policy Review and Implementation

The Anti-Bribery and Corruption Policy must be reviewed and certified by the Anti-Corruption Committee and approved by the Board of Directors at least once per year or whenever significant changes occur.

6. Definitions

Definitions	Descriptions
Company	Thai Group Holdings Public Company Limited.
Thai Group Companies	Thai Group Holdings Public Company Limited, its subsidiaries, and associates.
Subsidiary	<p>A limited liability company or a public limited company with any of the following characteristics:</p> <ol style="list-style-type: none">(1) a limited liability company or a public limited company owned by Thai Group Holdings Public Company Limited (the "Company") owned by the Company; Business Control Authority(2) a limited liability company or a public limited company whose subsidiaries under (1) have the authority to control the business;(3) a limited liability company or a public limited company under the control of the Company's business under (2); Starting from being under the control of the Company's business under (2).
Associate	<p>A limited liability company or a public limited company in which the company or its subsidiaries have the authority to participate in policy decisions. However, it is not to the extent that it has the power to control such policies and is not considered a subsidiary.</p> <p>In the event that the company or its subsidiaries collectively, directly or indirectly, hold twenty percent of the shares but not more than fifty percent of the total number of voting rights of the limited company or public limited company. It shall be assumed that the Company or its subsidiaries have the authority to participate in the decision-making under paragraph 1, unless otherwise proved.</p>
Business Control Authority	<p>Having a relationship in one of the following ways:</p> <ol style="list-style-type: none">(1) Holding more than fifty percent of the total number of voting shares of that company.(2) Having the power to control a majority of votes at the Company's shareholders' meeting, whether directly or indirectly, or for any other reason.(3) Having the power to control the appointment or removal of half of all directors, not whether directly or indirectly.



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Definitions	Descriptions
Board of Directors	The Company's Board, including sub-committees.
Fact-Finding Committee	Appointed by the Audit Committee, Anti-Corruption Committee, or Board of Directors.
Disciplinary Committee	Established under Company labor regulations filed with the Welfare and Labor Protection Division.
Director	Member of the Board, including sub-committees.
Executive	Managing Director, the top four management levels, and equivalent positions in finance/accounting functions at manager level or above.
Employee	Executives, employees, and staff of the Company and Thai Group Companies, including probationary staff.
Relative	Ancestors, successors Siblings with parents or with the same parent or mother. Uncles, aunts, uncles, spouses. Relatives or descendants of spouses, adopted children or adopted children (Refer to the Notification of the National Corruption Prevention and Suppression Commission)
Family Member	Spouse, child, father, mother, full-blood siblings/half-blood sibling.
Business-Related Person	Agent, Intermediaries, independent contractors, consultants acting or acting on behalf of companies, business partners, commercial contractual parties.
Fraud	Unlawful exploitation for oneself or others.
Misconduct	An act that is not a dereliction of duty but a practice or omission of any practice. Based on the reason that the position or duty violates the laws, rules, regulations, and regulations of the Company.
Corruption	Misconduct by presenting and making promises. Acceptance, Claims, Payment or promise to pay any other benefit. This includes accepting or giving bribes to government officials with authority and duties directly related to the act to be incentivized, and corruption between private agencies to incentivize the act. Do not act or commit any act of misconduct or to obtain or maintain business or unfair advantage in business operations.
Bribery	Any other property or benefit that proposes to give, promise, accept, give or request for something in order to induce the person to act or refrain from doing so in order to obtain business benefits which are unlawful or obligatory.
Property	Intangible assets and objects that may have a price and may be held, such as money, houses, cars, etc.
Other Benefits	Benefits in any form such as gifts or services, travel, job recruitment, debt relief, etc.



Definitions	Descriptions
Charity	Voluntary provision of resources, such as time, money, property, or personnel, to an organization or person to support charitable activities, without expecting commercial returns.
Public Benefit Donation	Spending on any project or activity or business to benefit the community, society, or group of people, whether directly or indirectly, without receiving tangible returns.
Political Contribution	Political assistance in accordance with the law can be provided. Whether it is financial assistance or other forms, directly or indirectly, to support political activities, support political parties, Politicians, candidates or political actors The Company must act in a transparent manner and have appropriate disclosure, and obtain the approval of the Board of Directors in principle.
Sponsorships	Payments for services or benefits that are difficult to measure and track, which may be linked to bribery, such as sponsorships, may have ulterior motives for the purpose of using charity sports or charitable organizations as a cover to gain an advantage in the consideration of government officials or related parties. <u>Examples of advantages to consider</u> include awarding a contract, business opportunity, or bidding. Reduction or cancellation of fees, granting, assisting or abolishing requirements for invalid licenses that meet the normal decision-making process of the government or regulatory authorities directly related to the company. Repeal or reduce legal requirements, or provide or facilitate access to government officials.
Facilitation Payment	A small amount of money paid to government officials or officials of business regulators with companies under informal supervision and is only to ensure that the authorities will carry out the process or to encourage expedited action. The process does not rely on the direct discretion of the officer and is a legitimate act of the officer, as well as a right that the juristic person should already have according to the law, such as obtaining or renewing a license. Applying for a certificate or receiving public services, etc.
Revolving Door	The fact that a person from the government sector works in the company or a person from the company works in the policy sector in the government sector. In a manner that damages the image of credibility and integrity of the government's duties or policy formulation. There is a risk of corruption and corruption in terms of conflicts of interest and unbiased supervisory duties.
Receiving or providing support	Receiving or providing financial assistance Personnel, assets, activities with customers, business partners or business partners for the purpose of business, brand



Definitions	Descriptions
	or reputation, which are for the benefit of building commercial credibility and helping to strengthen business relationships as appropriate for opportunities.
Conflict of Interest	Conflict of personal interest of the Board of Directors All executives and employees, including relatives and family members, and their interests in the Company. whether directly or indirectly, which results in that person. Unable to perform their duties objectively and may result in Not trusting in the performance of their assigned positions.
Gifts, Hospitality, and Entertainment	<ul style="list-style-type: none">■ Gift means anything of value that a person or company gives to another person or company. The gift may be material or in the form of other benefits.■ Hospitality means the expenditure for business hospitality, such as food and beverage reception, sports hospitality and other expenditures directly related to business practices or commercial customs, as well as providing business knowledge.■ Hospitality means attending a social, cultural or sporting event with an officer or person who has or may have or may have a business relationship with the Company.
Government Official	The fact that a person who is or has been a government official, politician, or consultant of a government agency and has worked for a private company and may rely on relationships or inside information to benefit the private company or cause a conflict of interest in the performance of the duties of a government agency or business regulatory organization with a company under its supervision. The result of the action is aimed at creating an unfair business advantage or formulating policies that favor the private sector for which the former government official works.
State Official	Political office holders Civil servants or local government employees who have a full-time position or salary. Workers in state-owned enterprises or government agencies. Local executives and local council members who are not political office holders. Officials in accordance with the Law on Local Administrative Characteristics shall include directors, sub-committees, Employees of government departments, state enterprises or government agencies, and individuals or groups of persons who exercise or are assigned to exercise the administrative power of the State. In order to take any of the actions according to the law. Whether it is established in the bureaucracy, state enterprises, or other state affairs.



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7. Roles, Duties, and Responsibilities of Relevant Parties

7.1 Board of Directors

The Board of Directors is responsible for establishing and approving the Anti-Bribery and Corruption Policy and overseeing the implementation of effective systems that support anti-bribery and anti-corruption measures. The Board must ensure that management recognizes the importance of this policy and integrates it into organizational culture.

7.2 Anti-Corruption Committee

The Anti-Corruption Committee is a sub-committee of the Company, functioning independently with authority and responsibility to assist the Board in overseeing the prevention and suppression of all forms of corruption that may arise from business operations or interactions with stakeholders. The Committee promotes organizational awareness of corruption risks, fosters ethical values, and enhances stakeholder confidence, particularly regarding anti-bribery and anti-corruption matters. It also reviews complaints related to corruption received from the Internal Audit Office or other channels.

7.3 Audit Committee

- (1) Responsible for reviewing and ensuring that the Company has adequate internal controls to prevent bribery and corruption, and for monitoring compliance with the Anti-Bribery and Corruption Policy and practices. Reports findings to the Board of Directors.
- (2) Receives whistleblowing reports and complaints, instructs the Internal Audit Office of the Company and Thai Group affiliates to conduct confidential fact-finding investigations, and reviews investigation results. If the Audit Committee determines that the complaint involves bribery, corruption, or misconduct, it must notify or request the Anti-Corruption Committee of Thai Group Holdings Public Company Limited to take further action.

7.4 Managing Director

Responsible for establishing, promoting, supporting, and supervising systems to ensure that executives, employees, and all relevant parties comply with the Anti-Bribery and Corruption Policy and practices. The Managing Director must also review the adequacy of measures to ensure alignment with changes in business operations, regulations, legal requirements, and evolving risks.

7.5 Risk Management Committee

Responsible for overseeing the Company's bribery and corruption risk profile to ensure that risks remain within acceptable levels approved by the Board of Directors, in accordance with the Company's risk management framework and policy.

7.6 Fact-Finding Committee

The committee is responsible for investigating facts related to bribery and corruption within the Company and Thai Group affiliates, and for reporting the results of its proceedings to the Anti-Corruption Committee, senior management, and other relevant committees as appropriate.

7.7 Disciplinary Committee

Responsible for investigating serious disciplinary violations committed by employees of the Company and Thai Group affiliates. The Committee reviews findings from the Fact-Finding Committee or the Internal Audit Office and determines whether



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misconduct has occurred. It also recommends disciplinary actions in accordance with the Company's labor regulations and rules of employment.

7.8 Internal Audit Office

Responsible for auditing and reviewing operations under the approved audit plan of the Audit Committee. Ensures compliance with policies, practices, procedures, and applicable laws. The Internal Audit Office must confirm that the Company maintains appropriate and adequate internal control systems and report its findings to the Audit Committee.

7.9 Fraud Prevention and Investigation Office

The Fraud Prevention and Investigation Office is responsible for carrying out assignments from the Anti-Corruption Committee, management, or within its delegated authority. Its duties include:

- (1) Conducting investigations and inquiries as assigned or within its mandate.
- (2) Identifying root causes to prevent bribery and corruption.
- (3) Collecting, organizing, and analyzing information to support the work of the Anti-Corruption Committee.
- (4) Reporting investigation results to the Anti-Corruption Committee, the Board of Directors, the Managing Director, and management.
- (5) Reviewing the Anti-Bribery and Corruption Policy at least once per year or whenever significant changes occur.
- (6) Providing advice and consultation on compliance with the Anti-Bribery and Corruption Policy and practices.

7.10 Human Resources and Training Division

- (1) Communicates the Anti-Bribery and Corruption Policy and measures, establishes communication guidelines and channels, and provides training programs for directors, executives, and employees of the Company and Thai Group affiliates. Training must also be provided to new employees to ensure they have sufficient capability to comply effectively with the policy.
- (2) Establishes recruitment processes, including criminal background checks and verification of any history of bribery or corruption. Confirms the accuracy of applicant information and qualifications before signing employment contracts. Employment contracts must explicitly prohibit employees from engaging in bribery or corruption under any circumstances.

7.11 Procurement Department

Responsible for evaluating business partners, suppliers, and service providers to ensure they are trustworthy, reliable, competent, and free from any history of bribery or corruption. The department must also communicate the Company's Anti-Bribery and Corruption Policy and measures to all relevant business partners.

7.12 Finance and Accounting Department

- (1) Records and maintains information and documents related to accounting transactions and tax matters.
- (2) Ensures financial and accounting operations comply with applicable financial reporting standards.
- (3) Controls disbursements in accordance with Company policies, expense claim procedures, and approval authority levels for operational expenditures.



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7.13 Directors, Executives, and Employees of the Company and Thai Group Affiliates

All directors, executives, and employees must strictly comply with the Anti-Bribery and Corruption Policy, related practices, and regulations. They must acknowledge and accept that violations of this policy will result in disciplinary actions and penalties.

8. Anti-Bribery and Corruption Policy Requirements

This policy applies to all directors, executives, and employees of the Company and Thai Group affiliates, as well as business partners, agents, intermediaries, consultants, and any persons acting on behalf of the Company.

All such parties are strictly prohibited from soliciting, offering, promising, giving, or accepting bribes, or engaging in any conduct that suggests bribery, corruption, or misconduct in any form, whether directly or indirectly, for the benefit of the Company, themselves, family members, relatives, friends, or acquaintances.

The prohibition covers all business activities, transactions, and departments. Compliance with this Anti-Bribery and Corruption Policy must be regularly reviewed, and practices and requirements must be updated to reflect changes in business operations, regulations, Company rules, and applicable laws.

Any violation, including acts that support, assist, or cooperate in bribery or corruption, will be subject to disciplinary action in accordance with Company regulations.

9. Background Checks for Executives and Employees

The Human Resources Division must ensure that any individual appointed as an executive or employee of the Company and Thai Group affiliates meets all required qualifications. General background checks and criminal record checks must be conducted as part of the recruitment and selection process.

10. Internal Controls

The Company places strong emphasis on maintaining appropriate and sufficient internal control systems and audit processes to ensure that operations are conducted effectively in line with objectives, laws, and applicable requirements. These systems must provide assurance that the Company can prevent bribery and corruption.

The Internal Audit Office is assigned the responsibility to:

- Review the adequacy and appropriateness of the Company's internal control systems.
- Assess internal controls across all processes, including risks related to bribery and corruption.
- Report audit findings and identified issues.
- Discuss or report results to relevant management and/or departments under review.
- Provide recommendations for improvement and development of internal controls that are practical and effective.
- Submit audit reports to the Audit Committee on a regular basis, at least quarterly.

11. Bribery and Corruption Risk Assessment

Risks related to bribery and corruption must be incorporated into the Risk and Control Self-Assessments (RCSAs) conducted by relevant functions within the Company and Thai Group affiliates. This process includes:



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- Identifying risks associated with operational activities.
- Assessing the potential impact and likelihood of occurrence.
- Reviewing existing internal controls.
- Establishing preventive and corrective measures to reduce and manage risks to acceptable levels approved by the organization.
- Ensuring timely risk management actions.
- Presenting the results of corruption risk assessments to the Anti-Corruption Committee and other relevant committees to summarize potential corruption risks in each process on a regular basis.

The methodology for assessing bribery and corruption risks must follow the guidelines established for Risk and Control Self-Assessments (RCSAs).

12. Measures and Practices Related to the Anti-Bribery and Corruption Policy

The Company has established measures under this policy covering the following areas:

- (1) Giving and receiving bribes
- (2) Receiving and giving gifts, hospitality, and other benefits
- (3) Charitable donations and sponsorships
- (4) Political contributions or support for political parties
- (5) Facilitation payments
- (6) Hiring of government officials (Revolving Door)
- (7) Procurement and contracting with business partners, alliances, and stakeholders
- (8) Conflicts of interest

12.1 Giving and Receiving Bribes

- (1) Directors, executives, and employees of the Company and Thai Group affiliates must not solicit, arrange, or accept bribes for personal benefit, for the benefit of the Company, or for the benefit of persons connected to the Company or themselves, including family members, friends, or other associates.
- (2) Directors, executives, and employees must not offer, promise, or accept bribes from government officials, private sector representatives, or any other persons with the intent to induce unlawful actions, omissions, or delays in lawful duties.
- (3) Any person who becomes aware of conduct that may constitute giving or receiving bribes must immediately report it to the Company through the whistleblowing and complaint channels specified in the Whistleblowing Policy.
- (4) In procurement activities, giving or receiving bribes is strictly prohibited. All procurement must be conducted in strict compliance with applicable laws and regulations.

12.2 Receiving and Giving Gifts, Hospitality, and Other Benefits

The Company prohibits directors, executives, and employees of the Company and Thai Group affiliates from soliciting, receiving, or giving gifts, items, hospitality, or other benefits that are excessive, unnecessary, or beyond what is customary and



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reasonable. This ensures that the exchange of gifts and hospitality is transparent and not intended as a bribe or corrupt practice. The Company establishes the following requirements:

- (1) The giving and receiving of gifts, hospitality, or other benefits must be reasonable, transparent, and appropriate. Such exchanges must occur only during festivals, customary occasions, or as promotional items from public relations or seminar events, and must comply with applicable laws and Company procedures.
- (2) The Company does not encourage business partners or stakeholders to provide gifts that could bias decision-making, cause discomfort, or create conflicts of interest. Exceptions are allowed only for customary gift-giving traditions that are appropriate to the occasion, festival, or local customs.
- (3) Acceptance of hospitality offers such as seminars, training, study visits, or business site tours where expenses (e.g., meals, accommodation, travel) are paid by business partners is not permitted unless approved by senior management (Managing Director and Group C-level executives).

12.3 Charitable Donations and Sponsorships

The Company has no policy to accept donations or sponsorships under any circumstances.

For the provision of charitable donations, contributions of goods, sponsorships, or other financial support, the following requirements apply:

- All donations must be transparent, ethical, lawful, and in compliance with Company regulations or the rules of relevant government agencies, state enterprises, public organizations, or other authorities.
- Donations must be for charitable purposes and aligned with the Company's social, community, and environmental policies, or activities that promote sustainable development.
- The Company must ensure that such donations are not used as a pretext for bribery or corruption, nor intended to create unfair advantages or incentives for business benefits.

12.4 Political Contributions

The Company conducts its business with strict political neutrality. It has no policy to provide political assistance, support political parties, or engage in activities that show affiliation with any political party, political group, or political authority.

The Company shall not use its funds or resources to support political parties, politicians, or political authorities, whether directly or indirectly. Furthermore, directors, executives, and employees of the Company and Thai Group affiliates are prohibited from using their positions to solicit, pressure, or compel colleagues or subordinates to support any political activities.

12.5 Facilitation Payments

Facilitation payments that may lead to bribery or corruption are strictly prohibited. The Company rejects any offer, request, or acceptance of bribes or facilitation payments, whether direct or indirect, intended to influence business operations or dealings with government officials or agencies.

All interactions with government agencies must be conducted transparently, honestly, and strictly in accordance with procedures established by the relevant authorities and/or applicable laws.

12.6 Revolving Door

The hiring of government employees or officials must be conducted transparently, without using government authority to benefit



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the Company's operations. The following requirements apply:

1. The Company must not hire current government officials into management positions or roles that carry a risk of conflict of interest.
2. A mandatory cooling-off period of two years is required before appointing former government officials who have left office, or individuals who previously worked in regulatory agencies directly related to the Company.
3. Any hiring of former government officials outside these criteria must receive approval from the Board of Directors.

12.7 Procurement and Contracting with Business Partners, Alliances, and Stakeholders

All procurement activities and contracting with business partners, alliances, and stakeholders must be conducted with transparency, honesty, and strict adherence to procurement regulations. These activities must comply with applicable laws and regulations governing procurement in both the public and private sectors, as well as other relevant legal requirements.

12.8 Conflict of Interest

The Company has a policy to prevent conflicts of interest as a guiding principle for decision-making in all activities. This policy applies to all directors, executives, and employees of the Company and Thai Group affiliates, ensuring that actions are taken for the maximum benefit of the Company and not for personal gain.

Directors, executives, and employees must not exploit their positions to obtain benefits or advantages for themselves, relatives, associates, or any other persons.

The Company places strong emphasis on preventing conflicts of interest in accordance with the Conflict of Interest Policy and Guidelines of Thai Group Holdings Public Company Limited. A designated Conflict of Interest Disclosure Form (attached as an annex) must be used to report any such situations.

13. Whistleblowing Channels for Corruption Complaints

(1) By Letter addressed to:

- Chairman of the Audit Committee, or
- Audit Committee Member, or
- Chairman of the Anti-Corruption Committee, or
- Anti-Corruption Committee Member

Sent to: Thai Group Holdings Public Company Limited 315, 10th Floor, Thai Group Building, Silom Road, Silom Subdistrict, Bangrak District, Bangkok 10500

(2) Company Website: <https://www.tgh.co.th/ztc>

14. Accounting Audit and Record-Keeping

14.1 The Company has processes for auditing accounting transactions, requiring authorization under delegated authority before entries are recorded in the accounting system. All transactions must comply with Company policies, regulations, contracts, agreements, and applicable laws, ensuring proper financial reporting standards and accounting policies.



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14.2 Operational and investment expenses must be supported by complete and accurate documentation and approved within authorized limits as specified in the Company's expense policies.

14.3 Financial reports must be accurate, truthful, reliable, and disclose all material information completely, including intercompany transactions and contingent liabilities.

14.4 Adequate and secure controls must be in place for storing accounting documents to ensure immediate availability for audit purposes. Access to accounting information must be controlled, and backup files must be securely maintained.

15. Measures for Investigating Bribery and Corruption

If directors, executives, employees of the Company or Thai Group affiliates, business partners, contractors, or external parties involved in business dealings are found or suspected to be giving or receiving bribes, engaging in corruption, misconduct, or violating laws, ethics, or the Company's Code of Conduct, the Company provides whistleblowing and complaint channels. These channels include defined scope, reporting methods, confidentiality protections, and safeguards for whistleblowers or informants. Investigation results must be reported back to the whistleblower. All reports are handled under the Whistleblowing Policy, which allows directors, executives, employees, and the general public to submit complaints or report misconduct.

16. Response Measures Against Bribery and Corruption

16.1 Investigation

- (1) When a report or whistleblowing allegation of bribery, corruption, or misconduct is received, or when the Audit Committee requests a fact-finding investigation, the Anti-Corruption Committee of Thai Group Holdings Public Company Limited shall instruct the Fraud Prevention and Investigation Office or appoint a Fact-Finding Committee to conduct the investigation. Stakeholders are prohibited from serving on the Fact-Finding Committee. Investigation results must be reported to the Anti-Corruption Committee and/or the Audit Committee (as applicable) for consideration.
- (2) If the investigation finds credible evidence that the accused has engaged in bribery, corruption, or misconduct, the accused must be informed of the allegations and granted the right to defend themselves by providing information or evidence demonstrating non-involvement.
- (3) Upon completion of the investigation, if the whistleblowing report is substantiated and the accused is found to have committed bribery, corruption, or misconduct, such conduct shall be deemed a violation of the Anti-Bribery and Corruption Policy. The Fraud Prevention and Investigation Office or Fact-Finding Committee must report the matter to the Audit Committee and the Anti-Corruption Committee for further consideration.
- (4) The Fraud Prevention and Investigation Office or Fact-Finding Committee must document the investigation, record findings, and retain all related evidence for at least 10 years or until the expiration of the legal statute of limitations. Access rights to investigation records must be clearly defined.



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16.2 Disciplinary Actions

Non-compliance with this policy constitutes a disciplinary offense and will be subject to the Company's personnel management regulations.

Under this policy, the Company shall not demote, penalize, or impose negative consequences on directors, executives, or employees of the Company and Thai Group affiliates who refuse to engage in bribery or corruption, even if such refusal results in the loss of business opportunities.

16.3 Corrective Measures

Upon completion of an investigation, the Fact-Finding Committee, Fraud Prevention and Investigation Office, relevant line management, and the Risk Management Division must jointly determine corrective measures arising from the incident of corruption or other events that may lead to corruption.

Corrective measures may include:

- Revising or enhancing policies, internal control systems, and work processes.
- Initiating civil or criminal proceedings.
- Expanding the scope of investigations to detect related corruption in other areas.

An Action Plan with defined corrective measures and implementation timelines must be prepared and submitted to the Managing Director for appropriate action.

16.4 Disclosure of Information

The Company assigns the Audit Committee, the Anti-Corruption Committee, or designated persons to disclose significant information related to the implementation of anti-bribery and anti-corruption measures. Decisions regarding disclosure of such information to external regulatory authorities—such as the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), the Office of Insurance Commission (OIC), or other relevant agencies—or to the public must be made by these authorized parties.

The Company strictly prohibits any unauthorized persons from disclosing investigation information regarding bribery or corruption to Company personnel, the media, or any other external parties. Violators will be subject to disciplinary action without exception.

17. Communication and Employee Training

17.1 The Company communicates and disseminates this policy both internally and externally, including orientation sessions for new directors, executives, and employees, and training programs to ensure awareness of the Anti-Bribery and Corruption Policy.

- (1) Training and knowledge assessments are conducted to ensure directors, executives, and employees of the Company and Thai Group affiliates understand whistleblowing measures and anti-bribery and corruption practices, and can apply them correctly.
- (2) The policy and practices are communicated to life insurance agents, brokers, business intermediaries, distributors, business partners, contractors, and other external parties involved in business dealings, ensuring they are informed of



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anti-bribery and corruption measures and reporting methods when bribery or corruption is suspected.

17.2 The Company monitors and evaluates the effectiveness of training after communication of the Anti-Bribery and Corruption Policy and practices to employees of the Company and Thai Group affiliates.

18. Transitional Provisions

Any actions undertaken under the previous Anti-Bribery and Corruption Policy that remain incomplete at the time of adoption of this policy shall continue under the prior policy, orders, or practices until completion.

19. References

19.1 Conflict of Interest Policy

19.2 Whistleblowing Policy

20. Annex

Sample Form: Conflict of Interest Disclosure

Announced on 28 November 2025

(Mr. Chotiphat Bijananda)

Chief Executive Officer and President



แบบฟอร์มเปิดเผยข้อมูลความขัดแย้งทางผลประโยชน์

ชื่อ.....ตำแหน่ง.....สังกัดฝ่าย.....

ขอรายงานการเปิดเผยความขัดแย้งทางผลประโยชน์สำหรับกรณีดังนี้ (โปรดทำเครื่องหมาย X ในช่อง)

รายงานครั้งแรก รายงานประจำปี รายงานในระหว่างปี

ข้าพเจ้าขอเปิดเผยว่า ข้าพเจ้า

ไม่มี รายงานที่อาจเป็นผลประโยชน์ที่ขัดแย้งกับผลประโยชน์ของกลุ่มธุรกิจบริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) (กลุ่มไทยกรุ๊ป)

มี รายงานที่อาจเป็นผลประโยชน์ที่ขัดแย้งกับผลประโยชน์ของกลุ่มไทยกรุ๊ป โดยมีลักษณะของรายการ ดังต่อไปนี้

ดำรงตำแหน่งกรรมการ ประธานเจ้าหน้าที่บริหาร กรรมการผู้จัดการ รองผู้อำนวยการผู้จัดการ ผู้จัดการ เป็นผู้มีส่วนได้เสียหรือเป็นผู้ถือหุ้นสำคัญในกิจการที่เป็น คู่สัญญาของกลุ่มไทยกรุ๊ป กิจการที่มีลักษณะเป็นการแข่งขันกับกลุ่มธุรกิจหรือบริษัทผู้เสนอราคา ในการจัดซื้อจัดจ้าง/จ้างที่ปรึกษา กับกลุ่มธุรกิจหรือเป็นลูกค้าของกลุ่มธุรกิจ

มีคู่สมรส บิดา มารดา พี่น้อง บุตรบุญธรรม ตลอดจน คู่สมรสของบุตร เป็นผู้ดำรงตำแหน่งประธานเจ้าหน้าที่บริหาร กรรมการผู้จัดการ รองกรรมการผู้จัดการ ผู้ช่วยกรรมการผู้จัดการ เป็นผู้มีส่วนได้เสียหรือเป็นผู้ถือหุ้นสำคัญในกิจการที่เป็นคู่สัญญาของกลุ่มธุรกิจ กิจการที่มีลักษณะเป็นการแข่งขันกับกลุ่มธุรกิจหรือบริษัทผู้เสนอราคาในการจัดซื้อจัดจ้าง/จ้างที่ปรึกษากับกลุ่มธุรกิจหรือเป็นลูกค้าของกลุ่มธุรกิจ

มีบุคคลในครอบครัวที่ใกล้ชิดเป็นพนักงานในกลุ่มบริษัท (ข้อมูลบริษัทจะพิจารณาว่ามีโอกาสที่เกิดความขัดแย้งของผลประโยชน์หรือไม่)

มีตำแหน่งหรือได้รับการเสนอให้ดำรงตำแหน่งกรรมการในองค์กรหรือนิติบุคคลใด ๆ ภายนอกกลุ่มไทยกรุ๊ปหรือ เป็นพนักงานหรือมีหน้าที่ทางการค้า ภายนอกบริษัท

การถือครองหลักทรัพย์ของบริษัทในกลุ่มไทยกรุ๊ปเกิน 5% ของจำนวนสิทธิออกเสียงทั้งหมดของนิติบุคคล

อื่นๆ ท่านที่มีความขัดแย้งทางผลประโยชน์ คือ.....

โดยมีรายละเอียดดังนี้ (กรุณาแนบเอกสารเพิ่มเติม ถ้ามี)

ชื่อ..... เกี่ยวข้องเป็น.....

ชื่อองค์กร/นิติบุคคล..... ลักษณะธุรกิจ.....

ข้าพเจ้าขอรับรองว่า ณ วันที่ข้าพเจ้ารายงานฉบับนี้และเอกสารเพิ่มเติม (ถ้ามี) เป็นความจริง ถูกต้อง และครบถ้วนทุกประการ

ลงชื่อ..... ฝ่ายงาน..... วันที่.....

การตรวจสอบและอนุมัติ / ไม่อนุมัติ / สาเหตุ

ฝ่ายทรัพยากรมนุษย์..... หัวหน้าสายงาน..... ฝ่ายกำกับธุรกิจ.....

สาเหตุ (ถ้ามี)

นโยบายป้องกันความขัดแย้งทางผลประโยชน์ (Conflict of Interest Policy)

หน้า 11/11