



[Translation]

Announcement
No. HR. 010/04/2026
Anti-Bribery and Corruption Policy

Endorsed by TGH – Anti-Corruption Committee, dated 24 July 2026
Approved by TGH – Board of Directors, dated 14 August 2026
Effective date 17 August 2026
Next review date 17 August 2027
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. ▪ 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. ▪ 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.
24 July 2026	Review of the Anti-Bribery and Corruption Policy (full version) • Revised the names of the Fact-Finding Investigation Committee and the Employee Disciplinary Committee, with added definitions and roles. • Updated the following details in the Anti-Bribery and Corruption Practice Guidelines: 1. Background checks on the employment history of executives and employees of the Company and Thai Group affiliates 2. Internal controls 3. Bribery and corruption risk assessment 4. Accounting audits and data retention 5. Measures in case bribery or corruption is detected 6. Response measures against bribery and corruption 7. Disciplinary actions for violations or non-compliance with the policy • Certified by the Anti-Corruption Committee on 24 July 2026 • Approved by the Company's Board of Directors at Meeting No. 4 on 14 August 2026

Table of Contents

1. Introduction.....	4
2. Objectives	4
3. Scope.....	4
4. Governance structure	4
5. Policy Review and Implementation	5
6. Definitions	5
7. Roles, Duties, and Responsibilities of Relevant Parties.....	8
7.1 Board of Directors.....	8
7.2 Managing Director.....	8
7.3 Anti-Corruption Committee.....	9
7.4 Audit Committee	9
7.5 Risk Management Committee	9
7.6 Fact-Finding Committee	9
7.7 Employee Disciplinary Committee.....	9
7.8 Fraud Prevention and Investigation Office	9
7.9 Internal Audit Office	10
7.10 Human Resources and Training Division	10
7.11 Procurement Department.....	10
7.12 Finance and Accounting Department.....	10
7.13 Directors, Executives, and Employees of the Company and Thai Group Affiliates.....	10
8. Anti-Bribery and Corruption Policy Requirements.....	10
9. Measures and Practices Related to the Anti-Bribery and Anti-Corruption Policy	11
10. Whistleblowing Channels for Corruption Complaints	11
11. Communication and Employee Training	11
12. Transitional Provisions.....	12
13. References	12

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

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	A limited liability company or a public limited company with any of the following characteristics: (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	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. 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.
Business Control Authority	Having a relationship in one of the following ways: (1) Holding more than fifty percent of the total number of voting shares in the Company; 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.



THAI GROUP

Definitions	Descriptions
Board of Directors	The Company's Board, including sub-committees.
Fact-Finding Committee	The Fact-Finding Committee, appointed by the Company's Board of Directors, the Audit Committee, the Anti-Corruption Committee, the Human Resources Department, or an authorized delegate of the Chief Executive Officer, shall carry out investigations as assigned.
Employee Disciplinary Committee	The Employee Disciplinary Committee, appointed by the Company's Board of Directors, the Audit Committee, the Anti-Corruption Committee, or the Chief Executive Officer, shall be responsible for determining disciplinary measures and submitting them to the authorized person for enforcement. The Committee must comprise, at a minimum, representatives from the Human Resources Department, the Legal Department, and Compliance Department.
Authorized Disciplinary Authority	The person vested with the authority to impose disciplinary action as prescribed in the rules and regulations governing the employment of the Company or Thai Group subsidiaries.
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.
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.



THAIGROUP

Definitions	Descriptions
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.
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.
Gifts, Hospitality, and Entertainment	■ 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.
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 or reputation, which are for the benefit of building commercial credibility and helping to strengthen business relationships as appropriate for opportunities.
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.
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.

Definitions	Descriptions
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.
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.
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.

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 Managing Director

Responsible for establishing, promoting, supporting, and overseeing systems to ensure that executives, employees, and all relevant parties comply with the company's anti-bribery and anti-corruption policies and practices. This includes reviewing the adequacy of measures to ensure alignment with changes in business operations, regulations, legal requirements, and evolving risk factors.

7.3 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.

7.4 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.

7.5 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

Responsible for investigating facts related to bribery and corruption within the Company and Thai Group affiliates, and for reporting the results of such investigations to the authority that appointed the Fact-Finding Investigation Committee.

7.7 Employee Disciplinary Committee

Responsible for reviewing the fact-finding investigation reports and determining appropriate disciplinary measures to be proposed to the Authorized Disciplinary Authority.

7.8 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.

7.9 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.

7.10 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.

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

The Company has established measures and practices in connection with its Anti-Bribery and Anti-Corruption Policy, covering the following areas:

1. Giving and Receiving Bribes
2. Receiving and Offering Gifts, Hospitality, and Other Benefits
3. Charitable Donations and Sponsorships
4. Political Contributions or Support to Political Parties
5. Facilitation Payments
6. Employment of Government Officials (Revolving Door)
7. Procurement and Contracting with Business Partners, Alliances, and Stakeholders
8. Conflicts of Interest

10. 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>

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

11.2 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.

12. 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.

13. References

13.1 Conflict of Interest Policy

13.2 Whistleblowing Policy

13.3 Conflict of Interest Policy

Announced on 17 August 2026

(Mr. Chotiphat Bijananda)

Chief Executive Officer and President



แบบฟอร์มเปิดเผยข้อมูลความขัดแย้งทางผลประโยชน์

ชื่อ.....ตำแหน่ง.....สังกัดฝ่าย.....

ขอรายงานการเปิดเผยความขัดแย้งทางผลประโยชน์สำหรับกรณีดังนี้ (โปรดทำเครื่องหมาย X ในช่อง ☐)

☐ รายงานครั้งแรก ☐ รายงานประจำปี ☐ รายงานในระหว่างปี

ข้าพเจ้าขอเปิดเผยว่า ข้าพเจ้า

☐ ไม่มี รายการที่อาจเป็นผลประโยชน์ที่ขัดกับผลประโยชน์ของกลุ่มธุรกิจบริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ("กลุ่มไทยกรุ๊ป")

☐ มี รายการที่อาจเป็นผลประโยชน์ที่ขัดกับผลประโยชน์ของกลุ่มไทยกรุ๊ป โดยมีลักษณะของรายการ ดังต่อไปนี้

☐ ดำรงตำแหน่งกรรมการ ประธานเจ้าหน้าที่บริหาร กรรมการผู้จัดการ รองผู้อำนวยการผู้จัดการ ผู้จัดการ เป็นผู้มีส่วนได้เสียหรือเป็นผู้ถือหุ้นสำคัญในกิจการที่เป็น คู่สัญญากับกลุ่มไทยกรุ๊ป กิจการที่มีลักษณะเป็นการแข่งขันกับกลุ่มธุรกิจหรือบริษัทผู้เสนอราคา ในการจัดซื้อ/จัดจ้างที่ปรึกษากับกลุ่มธุรกิจหรือเป็นลูกค้าของกลุ่มธุรกิจ

☐ มีคู่สมรส บิดา มารดา พี่น้อง บุตรบุญธรรม ตลอดจน คู่สมรสของบุตร เป็นผู้ดำรงตำแหน่งประธานเจ้าหน้าที่บริหาร กรรมการผู้จัดการ รองกรรมการผู้จัดการ ผู้ช่วยกรรมการผู้จัดการ เป็นผู้มีส่วนได้เสียหรือเป็นผู้ถือหุ้นสำคัญในกิจการที่เป็นคู่สัญญากับกลุ่มธุรกิจ กิจการที่มีลักษณะเป็นการแข่งขันกับกลุ่มธุรกิจหรือบริษัทผู้เสนอราคาในการจัดซื้อ/จัดจ้างที่ปรึกษากับกลุ่มธุรกิจหรือเป็นลูกค้าของกลุ่มธุรกิจ

☐ มีบุคคลในครอบครัวที่ใกล้ชิดเป็นพนักงานในกลุ่มบริษัท (ข้อมูลนี้บริษัทจะพิจารณาว่ามีโอกาสที่เกิดความขัดแย้งทางผลประโยชน์หรือไม่)

☐ มีตำแหน่งหรือได้รับการเสนอให้ดำรงตำแหน่งกรรมการในองค์กรหรือนิติบุคคลใด ๆ ภายนอกกลุ่มไทยกรุ๊ปหรือ เป็นพนักงานหรือมีหน้าที่ทางการค้าภายนอกบริษัท

☐ 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