



[Translation]

Announcement No. HR.008/064/2025

Charter of the Anti-Corruption Committee

Thai Group Holdings Public Company Limited and "Subsidiaries"

1. Objectives

At the Board of Directors' Meeting No. 12/2022 held on June 28, 2022, the Board resolved to establish the Anti-Corruption Committee as a sub-committee of the Company. The Committee shall operate independently, with authority, duties, and responsibilities to assist the Board of Directors in overseeing, preventing, and combating all forms of corruption that may arise from business operations or interactions with stakeholders. Such corruption could potentially affect decision-making and the business conduct of Thai Group Holdings Public Company Limited and its subsidiaries.

The Committee is also tasked with fostering an organizational culture that raises awareness of the detrimental effects of corruption, instills proper values, and strengthens stakeholder confidence—particularly in matters relating to corruption in all forms within the Company and its subsidiaries.

This Charter has therefore been prepared to guide the Anti-Corruption Committee in fulfilling its responsibilities, ensuring compliance with the Company's policies, regulations, rules, announcements, orders, and practices (including operational procedures), both current and future, relating to anti-corruption. The Committee shall also seek preventive and corrective measures, conduct fact-finding investigations, order inquiries, and perform other related functions.

The Charter was approved by the Board of Directors of Thai Group Holdings Public Company Limited at Meeting No. 6/2025 on November 27, 2025.

2. Definitions

1. **"Anti-Corruption Committee Charter"** refers to the Charter of the Anti-Corruption Committee of Thai Group Holdings Public Company Limited and its subsidiaries.
2. Unless otherwise specifically defined, the following terms shall have the meanings set forth below:
 - **"Company"** means Thai Group Holdings Public Company Limited.
 - **"Subsidiaries"** means companies within the Thai Group Holdings Public Company Limited group.
 - **"Board of Directors"** means the Board of Directors of Thai Group Holdings Public Company Limited.
 - **"Committee"** means the Anti-Corruption Committee.
 - **"Secretary"** means the Secretary of the Anti-Corruption Committee.



- **“Working Group”** means a group of persons appointed or assigned by the Anti-Corruption Committee.
- **“Unit”** means any unit of Thai Group Holdings Public Company Limited and its subsidiaries.
- **“Employee”** means employees of Thai Group Holdings Public Company Limited and its subsidiaries.
- **“Personnel of the Company and Subsidiaries”** means the Board of Directors, executives, permanent employees, temporary employees, and contract employees of the Company and its subsidiaries.
- **“Corruption”** means the misuse of authority or assets for personal or others' benefit, or to cause harm to the interests of others. This includes, but is not limited to, bribery, offering gifts, money, or other benefits, fraud, money laundering, embezzlement, concealment of facts, obstruction of justice, abuse of authority to intimidate or demand benefits, or influencing business decisions of others. It covers both relationships between private entities and government agencies, as well as relationships among private entities themselves.
- **“Conflict of Interest”** means any relationship, whether undertaken in a personal capacity, family capacity, or on behalf of any legal entity, that prevents the Company from receiving the maximum benefit it is entitled to. Such conflicts may cause bias in the performance of duties, hinder impartiality, and potentially lead to corruption.

3. Composition, Appointment, and Tenure of the Anti-Corruption Committee

1. At the Board of Directors' Meeting No. 12/2022 held on June 28, 2022, the Board resolved to establish the Anti-Corruption Committee as a sub-committee of the Company. The Committee shall assist the Board of Directors in overseeing, preventing, and combating all forms of corruption that may arise from operations and stakeholder interactions, which could affect decision-making and business conduct of Thai Group Holdings Public Company Limited and its subsidiaries. The Committee shall also foster an organizational culture of awareness regarding the dangers of corruption, instill proper values, and enhance stakeholder confidence. The Committee shall consist of individuals with knowledge, expertise, and experience beneficial to the Company. A Secretary to the Anti-Corruption Committee, appointed by the Board of Directors, shall support the Committee's operations, including scheduling, meetings, follow-ups, fact-finding inquiries, and other tasks as assigned.
2. Members of the Anti-Corruption Committee shall be appointed by the Board of Directors and shall serve for a term consistent with their tenure as directors of the Company. Appointees must possess qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, or any other applicable laws governing the Company's operations.
3. The Committee shall consist of not fewer than three members to ensure effective and efficient performance of duties and achievement of objectives. Members must be truly independent from management and free from business or other relationships that may influence the exercise of independent judgment. The Secretary to the Anti-Corruption Committee shall assist the Committee in its operations.
4. A member of the Anti-Corruption Committee may vacate office upon:
 1. Death



2. Resignation
3. Loss of qualifications or possession of prohibited characteristics under applicable laws, particularly the Public Limited Companies Act and the Securities and Exchange Act
4. Resolution of the Board of Directors for removal
5. Court order for removal

A member who resigns before the expiration of their term shall submit a resignation letter to the Company. The resignation shall take effect from the date specified therein, and the member may also notify the Secretary of the Anti-Corruption Committee of their resignation.

5. In the event that a position on the Anti-Corruption Committee becomes vacant and the remaining term is not less than three months, the Board of Directors shall appoint a qualified individual to fill the vacancy within three months from the date the position becomes vacant. The appointee shall serve only for the remainder of the term of the member being replaced.

4. Meetings, Quorum, and Voting

1. The Anti-Corruption Committee shall meet at least once per quarter. Special meetings may be convened as necessary. Notice of meetings and agendas shall be provided to Committee members in advance, together with supporting documents, at least seven days prior to the meeting date to allow sufficient time for review. In urgent cases, the Chairperson of the Committee may determine alternative notification methods and may set a meeting date earlier than usual.
2. A quorum for Committee meetings shall consist of not less than half of the total number of Committee members.
3. The Committee shall elect one director of the Company to serve as Chairperson of the Anti-Corruption Committee. If deemed appropriate, the Committee may also elect one or more directors to serve as Vice Chairpersons. Vice Chairpersons shall perform duties as delegated by the Chairperson.
4. The Chairperson of the Anti-Corruption Committee shall preside over Committee meetings. In the absence or incapacity of the Chairperson, a Vice Chairperson shall preside. If no Vice Chairperson is present or able to act, the members attending shall elect one director to preside as Chairperson of the meeting.
5. Resolutions of the Committee shall be passed by majority vote, with each director having one vote. Any Committee member with a conflict of interest in a particular agenda item shall not participate in the meeting or vote on that matter. In the event of a tie, the Chairperson of the meeting shall have a casting vote.
6. The Anti-Corruption Committee shall hold joint meetings with the Audit Committee at least once per year.
7. The Company shall ensure that minutes of Committee meetings are recorded and certified, and that all relevant documents are properly maintained for reference and audit purposes. Executives and other relevant persons may be invited to attend meetings to provide information and details necessary for accurate and timely decision-making. Committee members may propose additional agenda items for consideration through the Secretary or responsible unit.



8. Committee members may request additional information necessary for decision-making from management, through the Chief Executive Officer or the Company Secretary.

5. Scope, Authority, Duties, and Responsibilities

5.1 Complaints, Reporting, and Timeframes

1. The Committee may establish accessible and convenient channels for receiving complaints related to anti-corruption, adapting formats to current circumstances, and applying whistleblowing policies mutatis mutandis.
2. All departments of the Company and its subsidiaries responsible for handling corruption-related matters or suspected corruption shall follow their internal procedures and immediately report complaints to the Committee, providing progress updates in accordance with procedures set by the Committee.
3. Complaints submitted directly to the Committee shall be presented by the Secretary to the Chairperson or any Committee member for consideration and appropriate action.
4. The Secretary shall compile information and monitor progress from departments handling corruption-related complaints under items (2) and (3), and report to the Committee. The Committee shall, in turn, report to the Board of Directors on a quarterly basis.
5. Departments receiving corruption complaints or fact-finding committees appointed by the Committee must complete investigations within 45 days from receipt of the complaint. If not completed within this period, an extension may be requested from the appointing authority up to two times, each not exceeding 15 days, with reasons provided. If investigations remain incomplete after the extensions, the matter shall be reported to the Committee, which will determine measures and authorize further extensions until completion.
6. Departments responsible for handling corruption complaints shall submit monthly summary reports of actions taken to the Anti-Corruption Committee via the Secretary. The Committee shall convene at least once per quarter, with the Secretary coordinating the attendance of relevant departments.

5.2 Investigative Authority

1. In carrying out duties under this Charter, the Anti-Corruption Committee and its designees shall have authority to access Company and subsidiary information at all levels, whether in paper form, electronic media, or other formats. All companies and subsidiaries must cooperate and provide requested information without delay.
2. The Committee and its appointed or delegated representatives shall have authority to request documentary evidence from the Company and its subsidiaries, including paper records, operational plans/procedures, project approvals, meeting minutes, and electronic data. All relevant companies, subsidiaries, and departments must provide such documents within the specified timeframe.
3. Witness Testimony: In carrying out duties under this Charter, the Committee and its appointed or delegated representatives shall have authority to summon personnel of the Company and its subsidiaries—including executives, permanent employees, temporary employees, and contract employees—to provide factual explanations and information. In the case of external parties or business partners, cooperation may be requested to provide necessary information and relevant evidence to support fact-finding.



4. Preliminary Fact-Finding: Prior to the appointment of a formal fact-finding committee, the Committee or its designees may conduct preliminary inquiries by inviting executives, management, supervisors, employees, or other relevant persons to provide testimony and submit documents or evidence within specified timeframes. If preliminary findings indicate potential criminal, civil, or disciplinary violations, the Committee shall proceed in accordance with its duties or refer the matter to the appropriate authority for further action.

5.3 Preventive Scope

1. The Committee shall recommend anti-corruption prevention measures consistent with the Company's policies, regulations, rules, announcements, orders, and practices (including operational procedures), both current and future, to raise awareness among Company and subsidiary personnel to collectively resist all forms of corruption. The scope of work includes:
 - 5.3.1 Risk Assessment and Review Conduct regular or periodic assessments and reviews of corruption risks across all departments, and establish stringent and appropriate preventive measures aligned with the Company's business operations.
 - 5.3.2 Training and Development Provide training for executives and employees at all levels to enhance knowledge and understanding of anti-corruption practices, using past corruption cases as study examples, and communicate these lessons organization-wide.
 - 5.3.3 CAC Certification Support the Company and its subsidiaries in obtaining certification as members of the Thai Private Sector Collective Action Against Corruption (CAC), and conduct self-assessments and preparations for continuous renewal of CAC membership certification.
 - 5.3.4 Policy and Plan Review Periodically review anti-corruption plans, policies, risk assessments, and measures to ensure effective oversight, monitoring, and transparency, with practices that are auditable at all times.
2. Prepare quarterly reports on the Committee's performance and submit them to the Board of Directors for acknowledgment and further consideration.
3. Ensure communication and dissemination of anti-corruption policies and practices across all channels within Thai Group Holdings Public Company Limited, monitoring implementation across all departments and divisions.
4. Perform any other duties as assigned by the Board of Directors.

5.4 Penalties and Corrective Measures

1. To reflect the Company's commitment and diligence in addressing corruption issues, and to demonstrate a clear stance against corruption to internal personnel, subsidiaries, and stakeholders, the Company has established strict disciplinary measures. The Committee shall also provide recommendations and propose preventive and corrective measures against corruption. These matters are considered critical and must be executed effectively and promptly. In cases requiring criminal, civil, or disciplinary proceedings, the Committee shall notify the Managing Director and the relevant department of the offender to proceed in accordance with the Company's regulations and policies.
2. Corrective Measures Management shall prepare an investigation report and submit it to the executives of the relevant department for consideration of appropriate corrective measures arising from corruption



incidents. These measures may include revising or supplementing Company policies, strengthening internal controls, or improving operational procedures for greater effectiveness. Corrective measures must be clearly defined for each case, accompanied by an Action Plan specifying implementation timeline, and submitted to the Chief Executive Officer for review and approval prior to execution.

6. Reporting of the Anti-Corruption Committee

1. The Anti-Corruption Committee shall report its performance and recommendations to the Board of Directors at least once per quarter.
2. In urgent cases, such as corruption-related matters, the Secretary of the Anti-Corruption Committee shall report to the Committee concurrently with reporting to the Chief Executive Officer.

7. Review and Amendment of the Charter

This Charter shall be reviewed at least annually, or whenever significant changes occur.

8. Enforcement

This Charter of the Anti-Corruption Committee shall take effect from November 28, 2025 onwards.

(Mr. Chotiphat Bijananda)

Chairman of the Executive Board

Thai Group Holdings Public Company Limited