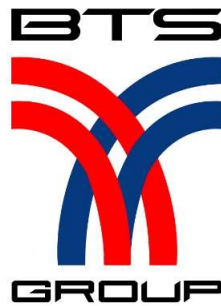


(- UNOFFICIAL ENGLISH TRANSLATION -)

Anti-Corruption Measures



BTS GROUP HOLDINGS PUBLIC COMPANY LIMITED

May 25, 2015
Latest Version reviewed and revised on June 19, 2024

Message from the Chairman

Throughout the 25 years operating businesses in Thailand, the Group has developed several types of projects in various areas of business. Some of them are mega projects which the Group had to invest its own resources. Developing projects always come along with many problems and obstacles to go through. Once the time has passed, some projects fail, some succeeded. There is one thing everyone should realize apart from achievements it is How to Work.

If we work professionally and **if we rely on the accuracy principle in every action**, we will get strong and stable outcomes. **No matter what we think, say, or do, accuracy will allow the job to be done** either in that moment or in the future.

If all employees are adhering to this principle in working, all jobs can be combined to have a great outcome. With this, **the organization will be immune, grow steadily and be a good organization along with the growth of the society**

With the above, the Group places the utmost importance to encourage employees to abide by the laws and be good citizens of the country and encourage our business partners to conduct business legally and with transparency. The Company has joined the Declaration of Intent in view of establishing Thai Private Sector Collective Action Against Corruption with the leading private sectors in Thailand. This declares the intents of BTS Group in operating its businesses in accordance with the international framework and procedure standard.

The Group believes that everyone has performed very well, but to be clear with our guidelines, the Group has set a written Anti-Corruption Measures (consolidated version) to ensure that the Group has proper policies, guidelines, and regulations as a tool to prevent corruption from all business transactions, as well as to be in line with the Declaration of Intent in View of Establishing Thai Private Sector Collective Action Against Corruption. With this, the Group expects all employees to understand what is anti-corruption under the same policies as well as the Group affiliates acknowledge the intention of the company's commitment against corruption.

Mr. Keeree Kanjanapas

Chairman

The Anti-Corruption Measures

Covering;

- **The anti-corruption policy and guidelines of practices**
- **The whistle blowing policy**
- **Fraud Risk Management Procedure** – additional procedure separately from this measures.

The Company's Board of Directors previously set the Anti-Corruption Policy in the Code of Conduct for all employees of the Group and subsidiaries but to ensure that the Group has a proper policy, guideline, and regulation as a tool to prevent corruption from all business transactions, the Group's Board of Directors has arranged a written guideline called "Anti-Corruption Measures", separately from The Corporate Governance Policy and Code of Business Conduct in order to demonstrate the Group's strong commitment against corruption; moreover the Group's employees can directly have access to the policy. The Group expects all employees to understand what is anti-corruption under the same policies as well as the Group affiliates; acknowledge the intention of the company's commitment against the corruption.

Definition

"Corruption"	means the unlawful exploitation for private or other gains either directly or indirectly in every form of corruption including bribery, political contributions, charitable contributions, sponsorships, gifts, facilitation payments, hospitality and, etc., especially the misuse of entrusted power such as an offer, promise, guarantee, inquire, or acquisition on inappropriate benefits, which cause unfair and damage to the economy and the society.
"Gifts"	mean anything valuable that the Company provides or receives to/from Related Business Partners to build relationships in an acceptable manner with appropriate value and in accordance with traditions and applicable laws.
"Charitable Contribution"	mean contribution or accepting contribution of money or things or any other benefits which has the purpose of charity or for the public benefit and support the society.
"Sponsorship"	mean the giving or receiving money or in kind given for promoting the Company's business, image and good reputation.

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- “Hospitality & Entertainment”** mean expenses for business hospitality which the Company receives or gives, such as food & beverage or any services, events arrangement, business meetings, participating in recreational or sports activities that occur on various occasions and other expenses that are directly related to business operation in accordance with traditions or business knowledge sessions.
- "Political contributions"** mean gifts of properties, benefits, places or venues to assist political parties, politicians, or relevant political people to support inappropriate actions against the Constitution Act which adversely affect the community, society and country either directly or indirectly.
- "Facilitation Payments"** mean money, gifts or any benefits which are proposed to give to the government agency or government officials in order to facilitate or accelerate the regular process of the government.
- “Conflict of Interest”** means when a personal or outside interest conflicts with the best interest of the Group. A personal interest could be a financial interest, a personal relationship, or any interest or relationship that could affect the judgement and decision-making.
- “Government official”** means politicians, government officials, or local government officials with positions or fixed salary, personnel or individuals working in state enterprise or government agencies, local council executives and members without political positions, officers under Local Administration laws, including committee, subcommittee, workers of government, state enterprise, or government agencies, and person or group of persons who exercise authority or assign to exercise government’s administrative authority to take a legal action, regardless they’re established under government, state enterprise or other government entities.

The Anti-Corruption Policy

BTS Group Holdings Company Limited (The Group) has been recognized for its good corporate governance by conducting business with integrity; transparency and compliance with regulatory requirements, as the 2nd recertification as the membership of Thai Private Sector Collective Action Against Corruption (CAC) in accordance with the resolution of the Thai Private Sector Collective Action Against Corruption committee on 30 June 2021. This is the third consecutive 3-year period for BTS Group after the first membership period in January 2016, which shows the intention of BTS Group in operating its businesses in accordance with the international framework and procedure standard.

The Group is committed to the fight against corruption in any forms. Under this measurement, the Board of Directors, the Management Team, and employees in every level of the Group and subsidiaries must follow the Anti-Corruption Policy and the Code of Conduct by avoiding involving with any course of corruption in direct or indirect manner. And also the Group encourages all business entities and relevant agents to carry out the Anti-Corruption policy by giving precedence to transparency and integrity to transact with officers to avoid operations that possibly affect inappropriate action and is contrary to good corporate governance.

With this, any actions and performances of the Board of Directors, management and employees at all levels will be in compliance with the testimony of the Chairman, which is **“Do it Right”**



Guidelines of Practices on Anti-Corruption Policy

1. Offering and Receiving Gifts

- 1.1 Do not receive, offer or request any gifts or prizes including cash, cheque, bonds, shares, gold, gems, properties or other cash equivalents from a third party either from government or the private sectors to obtain Illegitimate interests.
- 1.2 Do not receive, offer, or request gifts, rewards or other advantages which may cause the neglect to perform their duties.
- 1.3 Do not receive, offer, or request gifts, rewards or other advantages which is made with the intention of influencing unfair manners.
- 1.4 Do not perform as a mediator to offer cash or cash equivalents to either government or private sectors with the aim to obtain inappropriate benefits.

Exemptions

- 1.5 Gift offering in case of festivals or traditions such as New Year, congratulations on various occasions can be made. But gifts can be made at a reasonable price and must be done following the rules and regulations of company and the recipient. Gifts must be given in the Company name with clear objectives and performed by company disbursement procedures.

In accordance with the resolution of the Corporate Governance Committee (or Sustainability Committee in the current) meeting no. 2/2018, "**No Gift Policy**" would be complied for the BTS Group Holdings Public Company Limited effective since June 2018. The policy doesn't allow BTS Group employee to receive any gifts from all related parties in every occasion. Further information can be accessed in "Gifts Giving and Receiving Procedure" on the Intranet system.

2. Providing or Receiving Hospitality and Expense

- 2.1 The providing or receiving business hospitality and expense is permitted according to company' procedures without expectation of favorable benefits or any business outcomes as well as induce to make business decision and without any requests or demands from the Company personnel.
- 2.2 The relevant to company's business can be made with clear objectives, evidence of review and performed by company disbursement procedures.
- 2.3 The providing or receiving business hospitality and expense must be made on behalf of the Company only.

3. Charitable Contribution

- 3.1 Charitable Contribution is made in the Company name to foundations, non-profit organizations, temples, hospitals or other organizations having certification approved by the government and made following the company disbursement procedure.
- 3.2 Charitable Contribution on a personal basis can be made but it must not cause doubt on corruption manners.
- 3.3 The Group shall not accept charitable contribution from any individual, group of persons, juristic person or organization, unless as an intermediary for public charity or the public interest, such as relief of suffering, humanitarian assistance to people in distress or victims of various disasters and shall not be used as a pretext for bribery.

4. Sponsorship

- 4.1 The use of funds or assets of the Company to support any program as sponsorship must be made in the Company name. The grant paid is only made for business purposes, to have a good image and reputation.
- 4.2 The grant must be specified for clear objectives with evidence and made following the Company disbursement procedure.
- 4.3 The Group shall not accept sponsorship from any agency or organization.

5. Political Contribution

- 5.1 The Group is committed to be politically neutral and encourage employees to abide by the laws and the constitution act and shall not make contributions to any political parties, politicians, or people involved in politics either directly or indirectly, exempt for public benefits, for example, offering place of national election. The political support can be made with the written government request, identifying the clear objective with transparency and made following the Company disbursement procedure.
- 5.2 For directors, management and employees of the Group and subsidiaries, the Group encourages everyone to have the right to legitimate political freedoms as good citizens. Political demonstration can be made after working hours with personal resources. The use of the Group's resource for personnel Political demonstration is prohibited.

To ensure that Directors, Management and Employees of the Group have the proper regulations to implement with transparency and as the guideline for subsidiaries in the 5 above cases, the Group has established the additional procedures separately from this measure in the following terms;

- (1) Gifts Giving and Receiving Procedure
- (2) Hospitality and Expense Procedure
- (3) Charitable Contribution Procedure
- (4) Sponsorship Procedure
- (5) Political Contribution Procedure

6. Facilitation Payments

The Group shall not pay any facilitation payments, exempt the case of special services, regularly provided by the government agencies in according to the law and regulation for fast track services, is acceptable.

7. Conflict of Interest

The Group's employees shall perform their duties in a responsible manner with loyalty and honesty, protecting the Group's interest, avoiding the appearance of any conflict of interest and operate the business in accordance with the guideline in the Corporate Governance Policy and Code of Business Conduct in order to comply with good corporate governance principles and regulations of the Stock Exchange of Thailand and notifications of the Capital Market Supervisory Board.

8. Revolving Door

The Group shall not employ government officials who still holds position and the cooling-off period is 2 years for hiring or appointment of former government officials (Referred from Section 127 of the Organic Act on Counter Corruption B.E.2561). The employment of former government officials shall be transparent and must not incur any risk of corruption, conflicts of interest or providing unlawful business benefits

9. The Anti-Corruption policy covers to Human Resource Management process starting from recruitment, promotion, training, performance evaluation.
10. The Group's employees shall not be negligent in any corruption conditions involved either directly or indirectly with the Company. All employees must immediately notify to The Group through the provided particular channels.
11. In case of the Board of Directors, the Management Team, and employees in every level do not follow the Anti-Corruption Policy they will be subject to punitive disciplinary regulations the Group has set forth including legal penalties.

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- 12.** The Group shall not punish or degrade employees who refuse corruption offers despite the act will cause the loss of business opportunity.
 - 13.** The Directors and the Management must concern the importance of dissemination, knowledge sharing, and communications with employees so that they shall conform effectively to the Anti-Corruption guideline.

Any acts under this policy and guidelines shall follow the Company's applicable procedures, regulations and operating manuals as well as any other practice guidelines to be established by the Company.

The Whistle Blowing Policy and Protection Measures

The Group encourages the management and all employees to support the transparent business operations to be aligned with the good governance and business ethics. The Group aims all employees to honestly notify any manner against the Anti-Corruption Policy to help improve or implement with fairness and transparency.

With the above, the Group has arranged the Whistle Blowing Policy and Protection to ensure that all Senior Officer and People Management Department will oversee and advice as well as monitor behaviors, conducts and actions of its employees or agents. Under this policy, whistleblowers will be protected.

What are the concerns to be raised

1. Any issue or suspicion of malpractice in a direct or indirect manner such as discovering anyone in the Group offering or receiving bribes.
2. Manners which violate the Group's regulations or affect the Group's internal control system which might be the cause of fraud.
3. Action that might cause the effect of lost benefits or the company's reputation.
4. Illegal, immoral action against the Group's business ethics.

Whistle Blowing Channels

Currently, the Company has three main reporting channels for both internal and external parties as follows:

1) "Nuduan Chaun Chee Chong"

The complainants can submit any clues of corruption via Nuduan Chaun Chee Chong Channel:

- 1.1) Through the below banner in the Intranet system or clues to Email: DoItRight@btsgroup.co.th



1.2) Through Nuduan Chuan Chee Chong Hotline (by Independent Operator)

Phone: 1 800 292 777 or +66 (0) 2677 2800

Email: tell@thailand-ethicsline.com

Post: BTSG – EthicsLine P.O. box 2712 Bangrak Post Office 10500

2) Inform your line of command

3) People Management Department

Phone: +66 (0) 2273 8511-5 extension 1486

Email: DoltRight@btsgroup.co.th

Post: Mail to People Management Department through BTSG's address

Protection Measures

In order to protect the rights of complainants and respondents, the Group will confidentially keep the name, address or any information that can be able to identify the complainant. Exclusively for those who are responsible for conducting inspections and complaints have the right to access such information. And those personal must keep the information, complaints and documents in confidential and do not disclose information to anyone who is not involved, except as disclosed under the statutory duty.

Investigation and Penalty

1. Once receiving any complaints, the People Management Department is appointed to conduct the primary assessment. If the People Management Department considers anonymous complaints, allegations or incidents to have sufficient and reliable information, the investigation process shall commence by appointing an Investigation Committee and proceeding with the investigation process.
2. During the scrutiny, Chief Operating Officer, Managing Director and Audit Committee may assign a representative to notify the progress of investigation to complainants.
3. After investigating that the complaints are true, the Group will allow the accused to acknowledge the charge and grant to prove themselves.
4. If the accused has made a real fraud, that act is considered a violation on the Anti-corruption policy and the company's business ethics. It must be considered for the company's disciplinary action which has been defined and if the act of corruption is illegal, the offender may be punished by law as well.

Fraud Risk Assessment

The Group has realized that risk management is an important configuration to help the Group to be well-prepared for changing business situations as well as this will help increase sustainable business opportunities. Therefore, since 2015/16, the Group added fraud risk assessment in the Group's enterprise risk management, which is a part of the Group's annual business plan and also has established Fraud Risk Management procedures to prevent, detect and respond to any potential risks of fraud.

The Group aims for all the management and employees to understand that the Group's business procedures might have fraud risks so that they can assess the risk of their units and the efficiency of the existing control policy. In addition, the Group plans to review fraud risk assessment every year.

Training and Communication

The Group will provide the anti-corruption training for the management and employees, aiming to create a better understanding of the operation and encourage them to operate the business in compliance with "Do it Right" framework.

1. Annual training on anti-corruption and/or business ethics to employees.
2. Training on Anti-Corruption Policy and Procedures to new employees in the orientation.
3. Special Activity / Campaign or Workshop etc.

And the Group will communicate anti-corruption measures, related policies/procedures, whistle blowing channels and other information to all stakeholders through various channels of communication, both internal and external the organization, whether email, the Group's website, Poster and Display Screen in the Group's office, Policies on Anti-corruption Letter to the Group's vendors, Annual Report (Form 56-1 One Report) and Sustainability Report etc. in order to cover and reach the relevant target groups.

Anti-Corruption Measures Review and Update

Anti-Corruption Measures is reviewed on an annual basis or when there are significant changes impacting operation to ensure that the measures align with the Company's regulations as well as relevant rules and regulations.