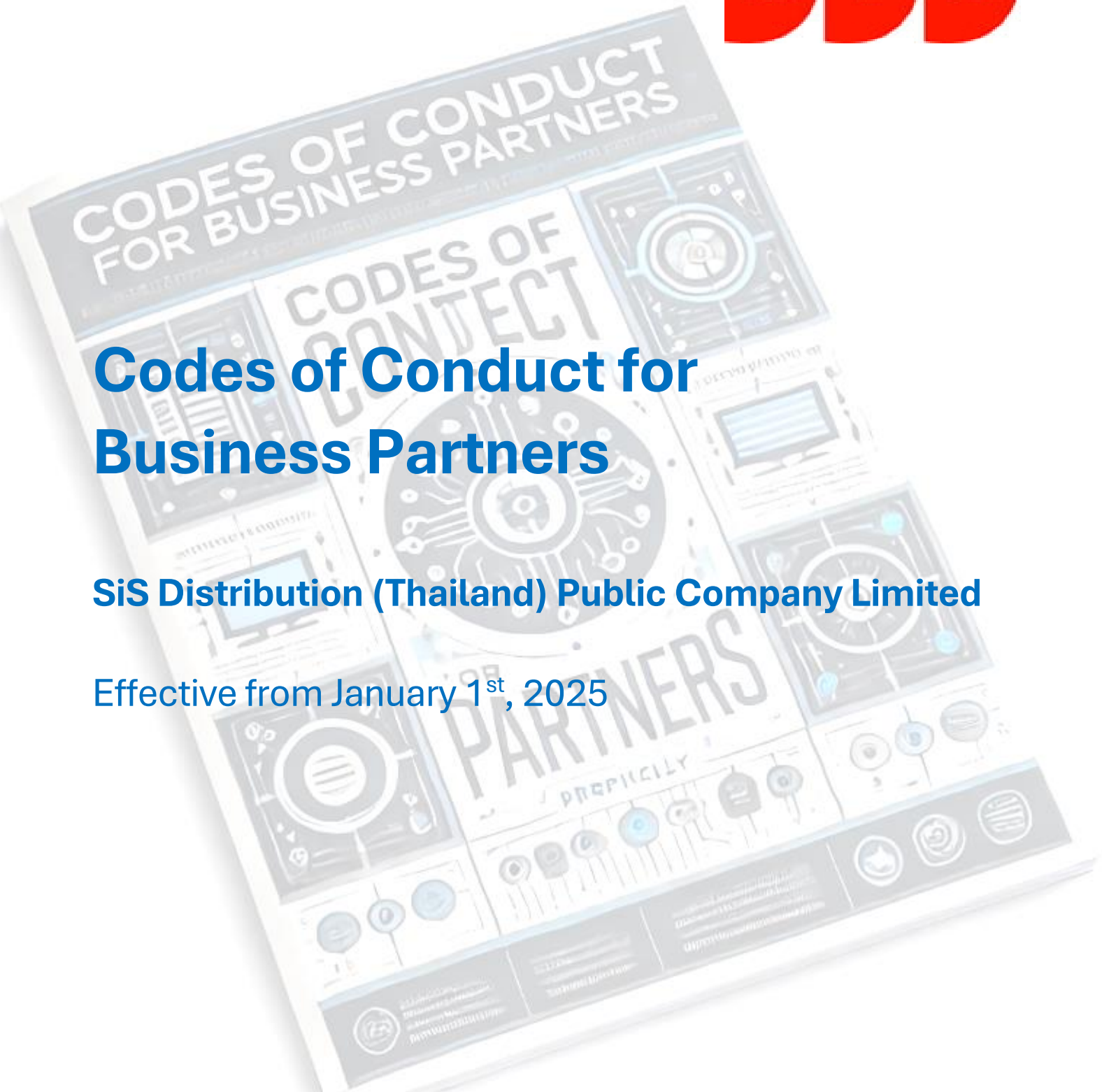




# Codes of Conduct for Business Partners

SiS Distribution (Thailand) Public Company Limited

Effective from January 1<sup>st</sup>, 2025



# Codes of Conduct for Business Partners

SiS Distribution (Thailand) Public Company Limited (“the Company”) recognizes that sustainable business growth relies on collaboration across all sectors in the supply chain. Therefore, the Company has developed and disseminated this Codes of Conduct for Business Partners under the principles of integrity, ethics, and good corporate governance. This Codes of Conduct serves as a guideline for business partners, and the Company aims to ensure that their business practices align with the Codes of Conduct and relevant policies of the Company. The objective is to foster mutual and sustainable growth between the Company and its business partners through adherence to Codes of Conduct and policies, contributing to joint development and prosperity.

This Codes of Conduct is applicable to the Company’s partners, including their ordinary individuals associated with or representing legal entities, such as directors, management, employees, contracted agent, representatives, or any other individual. Additionally, it includes individuals with personal information disclosed in various documents relevant to transactions between the Company and that legal entity.

## **Definition**

**Bribery** means offering, giving, receiving, or soliciting of any item of value or advantage to influence the actions or decisions of an individual in a position of trust or authority, whether in the public or private sector, to obtain or retain business or secure an improper business or personal advantage. Bribery can involve cash payments, gifts, entertainment, favors, or any other form of inducement intended to corrupt the judgment or actions of the recipient.

**Contracted agent** means any individual, entity, or organization that has entered into a binding agreement with the company to provide services or perform any obligations as stipulated in the contract on behalf of the Company.

**Corruption** means abuse of power, bribery, kickbacks, or any actions which may or may not be illegal but are carried out with the intent to gain undeserved benefit to the organization, themselves, or others. Corruption encompasses the receiving, offering, and giving of the money (including donations, collection and any benefits which can be converted into currency), gifts, services, articles, entertainment, and any other benefits both direct and indirect to individuals, juristic person, or government entities to persuade those parties to proceed or omit their duties in order to achieve in any benefits to individuals, family, friends, acquaintances or business operations.

**Facilitation payment** means the payment of allowance to government officials unofficially to ensure that they carry out or expedite the process promptly. This process should not rely on the discretion of government officials and should be an action within their official duties. It should be a right that legal entities already possess, such as requesting licenses, letters of certification, and receiving public services etc.

**Partner** means to any entity or individual that engages in commercial activities or collaborative ventures with the Company. This includes, but is not limited to vendors, suppliers, dealers, and contracted agent.

## **1. Laws and Regulations Compliance**

- 1.1 Partners must diligently adhere to relevant laws, regulations, and rules in carrying out their responsibilities.
- 1.2 Partners must ensure that all necessary licenses or government authorizations are obtained before selling or providing services to the Company.
- 1.3 Partners shall promptly notify the Company in the event of a suspected or actual breach of security data involving personal data received or collected on behalf of the Company.
- 1.4 The contracted agent handling personal data on behalf of the Company shall strictly adhere to the Company's Personal Data Protection Policy.

## **2. Anti-Bribery and Corruption Measures**

- 2.1 Partners must act with honesty and integrity, refraining from engaging in or accepting any form of bribery or corruption, directly or indirectly benefiting themselves, individuals, or affiliated groups.
- 2.2 Partners must avoid using their influence to seek personal or third-party advantages, whether directly or indirectly.
- 2.3 Partners must conduct procurement transparently, adhering to Codes of Conduct for Business Partners and legal standards.
- 2.4 Partners must implement effective internal control systems to ensure that the management of corruption risks is appropriate and sufficient.
- 2.5 Partners must establish channels for reporting any incidents of corruption, ensuring appropriate protection for whistleblowers.
- 2.6 Partners must avoid working with any individual or entity that engages in, or is suspected of engaging in, bribes, kickbacks, fraud, or other improper activities.

## **3. Facilitation Payment Measures**

- 3.1 Partners must avoid providing facilitation payment, which may lead to corruption.

## **4. Receiving or Giving of Gifts, Assets, or Other Benefits Measures**

- 4.1 Partners must avoid giving or receiving money, gifts and assets that can be converted into currency, or any other inappropriate benefits in the context of providing inappropriate undue benefits to partners, individuals, or affiliated groups.
- 4.2 The Company strictly prohibits directors, management, and employees of the Company and its subsidiaries from accepting money, gifts, or assets that can be converted into currency or any other inappropriate undue benefits for the Company, except during customary festive occasions. In such cases, partners are requested to avoid offering gifts, assets, or any other mentioned benefits.
- 4.3 The Company strictly prohibits directors, managements and employees of the Company and its subsidiaries from offering gifts, assets, or any other benefits to external parties to incentivize them to perform non-permissible duties or omit their duties in order to gain the business or private benefits. Additionally, offering or providing gifts or excessively extravagant hospitality to partners is not permitted.

## **5. Donation and Funding Measures**

- 5.1 Partners must avoid making donations and providing financial support in order to seek returns that unfairly favor the interests of partners, individuals, or affiliated groups.

## **6. Conflicts of Interests Management Measures**

- 6.1 Partners are requested to disclose any circumstances that may give rise to conflicts of interest to the Company and its employees.
- 6.2 The Company has a policy for directors, management, and employees to refrain from actions that may conflict with the interests of the Company. Therefore, if partners encounter situations that raise suspicions in this regard, the partner can report them to the Company's Audit Committee at:

**Address:** 9 Pakin Building, 9<sup>th</sup> Floor, Room No.901, Ratchadaphisek Road,  
Din Daeng, Bangkok 10400

**Tel:** +66 2-020-3000 Ext. 3291

**E-mail address:** independentdirector@sisthai.com

## **7. Trade Secrets and Intellectual Property Measures**

- 7.1 Partners must respect the laws of the country and international treaties related to intellectual property, including trademarks and patents, and must not infringe upon these copyrights.
- 7.2 Partners must avoid acquiring or using the trade secrets or intellectual property of third parties illegally.

- 7.3 Partners must avoid disclosing confidential information or trade secrets of their business partners without authorization. This includes prohibiting the transfer, dissemination, use, or disclosure of such information, except as necessary for regular business operations or with written consent from the business partner.
- 7.4 Partners must avoid purchasing products that infringe on copyrights or intellectual property, as well as engaging in transactions with or supporting business partners involved in the trade of such infringing products.

## **8. Human Rights Management Measures**

- 8.1 Partners are expected to uphold and respect the protection of human rights, treating all stakeholders with respect, dignity, and equality. This includes ensuring fair treatment for individuals who are unable to protect their own rights and interests, without any form of discrimination.
- 8.2 Partners must ensure that all employees are treated in accordance with applicable health and safety regulations, as well as labor and anti-human trafficking laws.
- 8.3 Partners must avoid actions that violate human rights and must not support forced, debt-bonded, indentured and child labor, anti-harassment, and not accept all forms of harassment.
- 8.4 Partners must treat labor fairly, equally, and without discrimination, ensuring that business practices are not involved in human rights abuses. Partners shall not overlook or ignore any actions that fall under human rights violations.
- 8.5 Partners must respect the rights of employees to assemble or organize in any form that is legal, and refrain from any unlawful actions that hinder or interfere with employees' rights.
- 8.6 Partners must not support access to resources that have an impact on the traditional way of life and well-being of the community.

## **9. Political Contribution Measures**

- 9.1 Partners must avoid providing financial assistance, which includes offering assets, money, items, or any other benefits, to aid or support fundraising for any political party, politician, or organization closely associated with a political party. This is to prevent gaining undue advantages in carrying out any actions that could benefit partners, individuals, or affiliated groups.

## **10. Responsibility towards Customers**

- 10.1 Partners must operate the business with fairness, transparency, and integrity under ethical principles, business ethics, and good corporate governance.
- 10.2 Partners must deliver products and services that are of high quality and safe for customers, including providing accurate, complete, and truthful information about products and services.
- 10.3 Partners must handle, protect, and utilize customer information solely for agreed-upon purposes, free from unauthorized use, transfer, or disclosure unless authorized by the customer.

## **11. Responsibility towards Business Competitors**

- 11.1 Partners must operate the business within a framework of fair and ethical competition.
- 11.2 Partners must not seek confidential information from business competitors through dishonest or inappropriate means.
- 11.3 Partners must not tarnish the reputation of business competitors through false or malicious allegations.
- 11.4 Partners shall refrain from unlawfully fixing, adjusting, or controlling prices in coordination with competitors or third parties.
- 11.5 Partners shall avoid bid structuring or orchestration to direct business to a specific competitor, and not engage in bid rotation or collusive bidding practices.
- 11.6 Partners shall not participate in or support any restrictive trade practices or boycotts prohibited under applicable laws.

11.7 Partners shall avoid activities that unfairly restrain competition, such as limiting the production or sale of certain products or product lines.

## 12. Responsibility towards Society, Community, and the Environment

12.1 **Social Responsibility:** Partners should operate in a manner that respects human rights and promotes social well-being. This includes fair treatment of all employees, adherence to labor and anti-human trafficking laws, and ensuring safe and healthy working conditions.

12.2 **Community Engagement:** Partners should actively contribute to the development and well-being of the communities in which they operate. This includes participating in community outreach programs, supporting local businesses, and fostering a positive relationship with local stakeholders.

12.3 **Environmental Responsibility:** Partners must conduct their operations in an environmentally responsible manner, minimizing their environmental impact and promoting sustainability. This includes compliance with all applicable environmental laws and regulations, as well as the implementation of practices that reduce waste, conserve natural resources, and lower carbon emissions.

## 13. Customer Screening (Applicable to Dealers only)

Certain vendors or products require a customer screening process, which also extends to the Company's dealers. The Company will provide dealers with a list of products or vendors that mandate customer screening. Dealers purchasing these items must adhere to the following requirements to ensure an effective customer screening process:

13.1 Dealers shall ensure that the products are not sold to individuals or entities who intend to misuse them to violate the basic human rights of others.

13.2 Dealers shall verify that their customers are not listed on any restricted party lists by checking the following:

- [Sanctions Lists and Sanctions List Service \(SLS\) indicated by the Office of Foreign Assets Control \(OFAC\).](#)
- [Consolidated Screening List \(CSL\) indicated by the International Trade Administration.](#)
- [EU Sanction Map.](#)
- [UK Sanction List.](#)

13.3 Dealers shall ensure that the products will not be destined for restricted end-use, end-users, or restricted destinations by considering the following 4 indicators of Red Flag spotting:

- Place - Companies headquartered in a prohibited country as required by vendor, delivery dates are vague, shipping routes are circuitous, or a freight forwarder is listed as the product's final destination.
- Purpose - Customer is reluctant to offer information about the end-use of the item, the product's capabilities do not fit the buyer's line of business, the customer is unfamiliar with the product's performance characteristics but still requires the product.
- Product - The item ordered is incompatible with the technical level of the country to which it is being shipped, such as semiconductor manufacturing equipment being shipped to a country that has no electronics industry.
- People - Any association with individuals or entities on a government denied party list, from a prohibited country, or associated with a bank in a prohibited country is restricted. This includes individuals attempting to use a government bank from a prohibited country, customers preferring to pay cash for high-value items, customers requesting omissions or changes to invoice details, or those seeking anonymity or refusing to provide identity verification documents.

This Codes of Conduct for Business Partners has been developed in alignment with the Company's relevant codes and policies. Partners may access the Company's Codes of Conduct, related policies, and the reporting channel for any violations on the Company's website at [www.sisthai.com](http://www.sisthai.com).

## **Whistleblowing System**

1. If a partner observes or becomes aware of any breach of this Codes of Conduct, they are encouraged to report it to the Company's Audit Committee at the following contact details:  
The Audit Committee  
Address: 9 Pakin Building, 9<sup>th</sup> Floor, Room No.901, Ratchadaphisek Road,  
Din Daeng, Bangkok 10400  
Tel: +66 2-020-3000 Ext. 3291  
E-mail address: [independentdirector@sisthai.com](mailto:independentdirector@sisthai.com)
2. The Company has a policy to protect the complainants and whistleblower Protection Measures as follows;
  - The Company will not disclose the names and information of the whistleblowers or complainants.
  - The Company will treat information related to clues and complaints as confidential, only disclosing it as necessary for processing and assessing the clues and complaints, with a primary focus on the safety and protection of the whistleblowers, complainants, and affected parties.
  - In cases where the Audit Committee assesses the situation and finds that there is an impact on the whistleblowers or complainants, the committee will take fair and appropriate measures to protect the whistleblowers or complainants, tailored to specific circumstances.
  - In situations where whistleblowers or complainants are in circumstances that are not safe or where they may be at risk of harm because of their disclosures and complaints, they are encouraged to request the company to establish appropriate protective measures.

This Codes of Conduct for Business Partners has been approved by the Board of Directors in the Board of Directors' meeting of No. 6/2024 held on December 13<sup>th</sup>, 2024.

**This Codes of Conduct for Business Partners shall be effective from January 1<sup>st</sup>, 2025, onwards.**