

# Anti-Bribery and Corruption Policy



## **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.

**Corruption** means abuse of power, bribery, kickbacks, extortion, fraud, deception, collusion, cartels, embezzlement, 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.

## **Anti-Bribery and Corruption Policy**

SiS Distribution (Thailand) Public Company Limited (the Company) commits and intends to operate business with transparency, integrity, and accountability for all stakeholders to provide the sustainable growth of the company. This commitment is upheld by adhering to corporate governance principles and ethical business conduct. The Company consistently conducts audits to ensure compliance, providing confidence that the Anti-Bribery and Corruption Policy is effectively implemented as follows.

The Company acknowledges the profound impact of corruption within Thai society and on an international scale. Corruption poses significant risks to business operations and is a major barrier to sustainable growth. In response, the Company is committed to full compliance with laws related to anti-bribery and corruption. The Company has established an Anti-Bribery and Corruption Policy that applies to all Company activities.

In addition to complying with the requirements of the Thai Private Sector Collective Action Against Corruption (CAC) as a member, this policy is also aligned with the guidelines set by the U.S. Foreign Corrupt Practices Act (FCPA), and the UK Bribery Act 2010. It reflects our commitment to maintaining the highest ethical standards and ensuring full compliance with both domestic and international anti-corruption regulations.

The Company promotes strict adherence to the Anti-Bribery and Corruption Policy for all directors, management and employees of the Company, its subsidiaries, as well as all business representatives. The policy aims to be guidelines for preventing bribery, and corruption as outlined below:

1. Directors, management, and employees of the Company and its subsidiaries are strictly prohibited from direct and indirect involving or accepting any forms of bribery, or corruption to generate inappropriate benefit to themselves, their family, friends and business from individuals, juristic persons, or the entities that having business with the Company and its subsidiaries. The Company intends to cultivate and promote a corporate culture entirely free from corruption, emphasizing that any form of corruption is unacceptable within the Company.



2. The Company requires the assessment and management of corruption and fraud risks to be conducted annually, or whenever there are changes in relevant laws, standards, or the business environment. The Company also reviews compliance with internal controls related to anti-corruption as part of the annual internal audit plan. In addition, the Company ensures that anti-corruption measures, practices, and requirements are regularly reviewed, evaluated, and improved on an annual basis to ensure alignment with both internal and external environments and to address any emerging risks.
3. Directors, management, and employees of the Company and its subsidiaries are required to adhere to the Anti-Bribery and Corruption Policy, the Codes of Conduct and other instructions relating to the Anti-Bribery and Corruption Policy that is defined by the Company.
4. Directors, management, and employees of the Company and its subsidiaries shall not be involved in any direct and indirect bribery or corruption. Also, it is prohibited to ignore or neglect when notice the corruption and clues of corruption that relate to the Company and its subsidiaries.
5. The Anti-Bribery and Corruption Policy emphasizes the importance of awareness and avoidance of channels that could generate corruption. It outlines the following key principles for all parties to follow:
  - 5.1 Directors, managements, and employees of the Company and its subsidiaries are prohibited from receiving monetary, gifts, or assets that can be converted into currency or other benefits from individuals, juristic persons or entities that have business with the Company and its subsidiaries for gaining inappropriate benefits to themselves, their family, friends, businesses, except during internationally recognized New Year holidays or customary practices widely accepted.
  - 5.2 Directors, managements and employees of the Company and its subsidiaries are strictly prohibited from offering gifts, assets, or any other benefits, or excessively extravagant entertainment to external parties with the intent to improperly influence their actions or decisions.
  - 5.3 Donation or sponsorship for charitable purposes shall comply with the Company's requirement, transparent and traceable. The intent behind donations or support shall not be related to any bribes.
  - 5.4 All procurement and contracting activities related to the Company's and its subsidiaries' business operations, whether with public or private sectors, must be conducted with transparency, fairness, and auditable, and must comply with business ethics and applicable laws.
  - 5.5 The Company has a neutral political stance and will not engage any activities to support any political parties. The Company emphasizes democracy and respect in the right of liberty, especially the election of the directors, all levels of the managements and the employees of the Company.
6. The Company establishes a good internal audit and control system to ensure that management of corruption risks is appropriate and sufficient, covering all the following details: The Company has established an effective internal control and audit system to ensure that corruption and fraud risk management is appropriate, adequate, and auditable. This system covers all areas of the organization's operations, including finance, accounting, procurement, sales, and contracting.
7. The Company has defined the scope and responsibilities of the Quality Assurance Department in relation to anti-corruption efforts. Management is responsible for ensuring adequate resource allocation to support effective implementation of control and prevention measures against bribery and corruption, in alignment with the Company's Anti-Bribery and Corruption Policy.



8. The Company establishes a continuous communication strategy to ensure that directors, managements and employees of the Company, its subsidiaries, and business representatives acknowledge, comprehend, and implement the policies, measures, and guidelines for anti-corruption. This communication strategy encompasses the Company's expectations and channels for reporting to the Audit Committee. It includes penalties for non-compliance and safeguards for whistleblowers and reporters. Communication channels may include employee and new director orientations, meetings, electronic training, publication on the Company's website, and other electronic media etc.
9. The Company establishes a communication strategy to inform business partners about the Company's Codes of Conduct, Anti-Corruption, and related policies through various channels such as the Company's website and electronic media etc.
10. The Company assigns the Audit Committee to oversee the risks and internal control system relating to corruption including the Anti-Bribery and Corruption Policy implementation. The Audit Committee shall continuously report the audit result to the Board of Directors.
11. The Board of Directors and management have duties and responsibilities to support and implement the Anti-Bribery and Corruption Policy by indicating the system to encourage and support Anti-Bribery and Corruption Policy. They are also responsible for continually reviewing and developing policies, systems, and measures as appropriate.
12. If any form of corruption or clues of corruption relating to the Company and its subsidiaries is discovered or disclosed, it shall be reported to the person responsible for anti-corruption immediately, using the specified reporting channels.
13. Directors, management and employees of the Company and its subsidiaries shall cooperate in investigating and examining the facts related to corruption according to the indicated corruption investigation procedures.
14. The Company has protection measures in place to ensure fairness to informants or those who report corruption related to the Company and its subsidiaries, and such individuals will be treated in accordance with the indicated protection measures.
15. Directors, management, and employees of the Company who are involved in corruption or engaged in any activities that violate the Company's Codes of Conduct and policies, both directly and indirectly, will be subject to disciplinary actions as defined by the Company. If such corruption is illegal, legal penalties will also be applied.
16. The Management and the employees of the Company and its subsidiaries shall get all information and undergo training relating to the Anti-Corruption as determined by the Company.
17. Directors, managements and employees of the Company and its subsidiaries shall be aware of the importance of Anti-Corruption and the Codes of Conduct in order to enhance the sustainable growth of the Company as well as to be the good citizens of Thai society.
18. The Anti-Corruption working group has authority to examine and investigate in all circumstances that are direct and indirect related to the corruption.

## **Operating Requirements**

1. To comply with the Anti-Bribery and Corruption Policy, it is essential to adhere to the good corporate governance principles, Codes of Conduct and any related operational instructions defined by the Company to promote the ethics and corporate governance of the Company and its employees.



2. The Anti-Bribery and Corruption Policy applies to all aspects of the Company's business operations, including human resources processes. This encompasses recruitment, training, performance evaluation, promotion, and the provision of employee benefits and welfare. Compliance with the Anti-Corruption Policy is a key consideration in these processes. The Company consistently emphasizes that all employees must conduct their duties in strict accordance with this policy.

## **Anti-Bribery and Corruption Guidelines**

To ensure the effective implementation of the above policy, the Company has established the following guidelines:

1. The Company shall conduct an assessment of corruption risk at least once a year and additionally whenever there are changes that may affect the organization's risk level.
2. The Company shall conduct a review and evaluate the effectiveness of internal controls related to anti-corruption, integrated into the annual internal audit plan. Any findings from the internal audit concerning corruption or suspicious behavior shall be urgently reported to senior management, the Audit Committee, and the Board of Directors.
3. The Company shall regularly review, examine, and improve anti-corruption measures, practices, and relevant requirements, and report the results to the Board of Directors annually to ensure comprehensive coverage of both existing and emerging risks.
4. The Company strictly prohibits all personnel from offering, giving, receiving, or soliciting any form of benefit that may influence business decisions or create a conflict of interest, whether directly or indirectly.
5. In the event that any act or indication of corruption is witnessed or suspected, employees are required to immediately report it to their supervisor, the Quality Assurance Department, or through the Company's established whistleblowing channels. The Company has implemented a whistleblowing system and protection measures for whistleblowers to encourage personnel to report information in good faith.
6. Employees are required to report to their supervisor upon receiving gifts given in customary practice. Gifts that cannot be declined must be handed over to the Company's designated central department for safekeeping. In cases where travel rewards are received, employees must notify the Company for appropriate handling. Business entertainment must have a clear and legitimate business purpose and must be conducted in accordance with the Company's Code of Conduct, relevant policies, and employee handbook.
7. The giving of gifts or business entertainment to business partners or external parties must receive prior approval and be supported by proper documentation of the approval and payment for audit purposes. The Company strictly prohibits giving any items that are excessively luxurious or could be interpreted as a bribe.
8. All donations and sponsorships must be approved by the authorized person in accordance with the Company's regulations, with proper supporting documentation maintained. The Quality Assurance Department must be able to verify the legitimacy and appropriateness of the purposes at all times.
9. The Company stipulates that all procurement processes must be conducted in writing, with clear segregation of duties between approvers and reviewers. The selection criteria must be fair and transparent, and vendors with a history of fraudulent or corrupt practices shall be avoided.
10. Charitable donations or sponsorships shall comply with the Company's regulations, ensuring transparency and auditability. Such contributions must not be intended as, or perceived to be, a form of bribery.



11. All procurement and contracting activities related to the Company's and its subsidiaries' business operations, whether with public or private entities, shall be carried out transparently and in compliance with business ethics and applicable laws. All personnel must adhere to the Company's Codes of Conduct and operational practices.
12. The Company maintains a position of political neutrality and shall not engage in or support any particular political party. The Company values democracy and respects the political rights and freedoms of its directors, executives, and employees, especially the right to participate in elections.
13. The Company requires the establishment and implementation of an annual audit plan that comprehensively covers the review of operational procedures related to accounting practices, financial record entries, record retention, financial documentation, and Company data. The audit shall also include the examination of sales, marketing, procurement, contracting processes, and the identification and resolution of potential errors, as well as any other processes that may pose a risk of corruption. Such audits must be carried out effectively, regularly, and sufficiently to ensure that accounting and financial recording are accurate, complete, reliable, and reflect actual transactions.
14. The Company requires appropriate and rigorous audits of the procedures for retaining financial records, documents, evidence, and information of the Company and its subsidiaries. In addition, the Company shall maintain a sound and sufficient internal control system to ensure that financial transaction data can be promptly verified.
15. The Company mandates audits of sales, marketing, procurement, and contracting processes, particularly those areas prone to corruption risks. The Company shall also identify appropriate corrective measures and regularly review and improve operational procedures and practices.
16. The Company requires clear segregation of duties in each stage of operations to ensure compliance with good internal control principles. Furthermore, the Company shall design work systems that promote checks and balances among all departments.
17. The Company has established measures and operational procedures for processes that pose a risk of corruption, in accordance with sound internal control principles. Adequate supporting documentation is required for all transactions, with proper record retention. In addition, the procedures and methods of operation are regularly reviewed and improved to ensure their continued effectiveness.
18. The Company requires joint discussions with risk owners or relevant departments for activities involving corruption risks to design, review, and improve internal control systems and operational procedures to minimize such risks.
19. The Company has established a monitoring process to ensure that the anti-bribery and anti-corruption measures are effectively implemented. This is to ensure that the Board of Directors, management, and employees consistently comply with the Company's anti-bribery and corruption policies and requirements.
20. The Company instills a strong sense of integrity and anti-corruption values among its directors, management, and employees. To ensure their full awareness and adherence to these practices, the Company has incorporated anti-corruption guidelines into the orientation programs for new directors and employees. In addition, the Company continuously reinforces these principles among executives and employees through electronic media and conducts annual e-Learning training sessions to promote awareness and strengthen a culture of transparency and zero tolerance toward corruption.



21. The Company has established communication channels for stakeholders to report any incidents of fraud or corruption. These include a direct communication channel with management via [complain@sisthai.com](mailto:complain@sisthai.com), as announced on the Company's website. The Company maintains a secure database system to record all reports received. In addition, stakeholders may directly contact the Audit Committee through [independentdirector@sisthai.com](mailto:independentdirector@sisthai.com).
22. The Company strictly prohibits any form of exploitation or abuse of authority over others, including offering or promising valuable items to gain an improper advantage.
23. The Company has established clear and appropriate policies regarding employee expense reimbursement to prevent fraud and corruption. All expense claims are subject to review and approval by both the employee's immediate supervisor and the General Affairs Department, which oversees cost control. Employees are informed from the outset that reimbursements are made only for actual expenses incurred and must not be treated as personal income.
24. The Company considers fraud and corruption to be serious offenses. In the event of such misconduct, a committee will be appointed to determine appropriate disciplinary actions, which may include reprimand, compensation for damages, termination of employment, or legal action against the involved employee(s). The Company will also conduct a thorough investigation to identify root causes, implement preventive and corrective measures, and improve internal systems to prevent recurrence.
25. The Company will not demote, penalize, or take any adverse action against employees who refuse to engage in or support acts of fraud or corruption, even if such refusal may result in a loss of business opportunity for the Company.

## **Consulting and Reporting Non-Compliance relating to the Anti-Bribery and Corruption Policy**

The Company provides an opportunity for all stakeholders to report the clues and complaints of non-compliance relating to the Anti-Bribery and Corruption Policy. The stakeholders can report the clues and complaints directly to the Audit Committees through established channels for the purpose of conducting a thorough investigation and assessment of the reported complaints, with the following details:

1. The Quality Assurance Department, under the oversight of the Audit Committee, is responsible for managing and conducting investigations when disclosures or complaints related to non-compliance with the Anti-Bribery and Corruption Policy are received. The Audit Committee shall arrange the investigation when there is evidence to support the claims.
2. For external stakeholders, the Company provides a channel for receiving complaints regarding non-compliance with the Anti-Bribery and Corruption Policy. This channel is also dedicated to providing consultation and guidance about the Anti-Bribery and Corruption Policy, as follows:

The Audit Committee

Address: 9 Pakin Building, 9<sup>th</sup> Floor, Room No. 901, Ratchadaphisek Road,

Din Daeng, Bangkok 10400

Tel: 020-020-3000 Ext. 3291

Email: [independentdirector@sisthai.com](mailto:independentdirector@sisthai.com)



3. For internal stakeholders, the Company provides a channel for receiving complaints about non-compliance with the Anti-Bribery and Corruption Policy. These channels are also dedicated to providing consultation and guidance about the Anti-Bribery and Corruption Policy, as follows:
  - 3.1 Supervisors, executives, and the Management who are entrusted by the complainant or the whistleblower.
  - 3.2 Human Resources Manager
  - 3.3 Quality Assurance Department
  - 3.4 Company Secretary
  - 3.5 Lotus Notes Database named: Secret Suggestion Box
  - 3.6 The Audit Committees as per communication channel stated in item 2.

### **Complaints Managing Procedure**

The Company designates the Audit Committee as responsible for managing complaints related to non-compliance with the Anti-Bribery and Corruption Policy. A specific committee will be appointed to assess and handle complaints and clues on a case-by-case basis. The appointment of this committee will prioritize independence and appropriateness in addressing the specific complaints.

The procedures for managing clues and complaints related to corruption are as follows:

1. The person receiving the clues or complaints shall report such information to the Quality Assurance Department for an initial assessment prior to further report to the Audit Committee.
2. If the preliminary assessment reveals the validity of the complaint or disclosure, the Audit Committee will appoint a specific committee to gather facts, evidence, and conduct a thorough investigation.
3. The specific committee will present details of clues or complaints, along with the facts and evidence, to the Audit Committee for evaluation and consideration. This process typically takes approximately 30-60 days (depending on the complexity of facts-finding).
4. The Audit Committee reviews and assesses the clues and complaints to develop a plan for taking punitive action against the wrongdoers, in accordance with the established penalty outlined.
5. The Audit Committee evaluates and considers the damage incurred by both the affected parties and the complainants to develop measures for mitigating the impact on those affected and implementing protective measures for the complainants.
6. In cases that fall under the criteria that must be reported to the Board of Directors, the Audit Committee shall present the investigation report, the punishment and mitigation guidelines, including its implementation to the Board of Directors.
7. In case the whistleblowers or the complainants reveal themselves, the specific committee will inform them of the results within 7 business days after the case is concluded.

### **Complainants and Whistleblower Protection Measures**

1. The Company will not disclose the names and information of the whistleblowers or complainants.
2. 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.
3. 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.



4. In situations where the 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.
5. The Company will not consider degrading, punishing, or having negative impact on the employees who refuse the fraud and corruption even such refusal may cause the Company business opportunity lost.

### **Penalty**

This Anti-Bribery and Corruption Policy is considered a strict discipline that must be adhered to diligently. Any persons who violate or fail to comply with it are deemed to be acting against the Company's policies and the Codes of Conduct, and any such actions that cause harm or result in business opportunities loss for the Company may lead to disciplinary action in accordance with the Company's employment regulations, and may also be subject to legal penalties as per the Securities and Exchange Act (No. 4) B.E. 2551.

This Anti-Bribery and Corruption Policy has been approved by the Board of Directors in the Board of Directors' meeting of No. 6/2025 held on December 12<sup>th</sup>, 2025.

**This policy shall be effective from January 1<sup>st</sup>, 2026, onwards.**

A handwritten signature in blue ink, appearing to read 'Somchai Sittichaisrichart'.

Somchai Sittichaisrichart  
Managing Director  
SiS Distribution (Thailand) Public Company Limited