



SUPERTURTLE

Anti-Corruption Policy

Super Turtle Public Company Limited

Reviewed and revised on 8 November 2023

Table of Content

1.	Introduction and purpose	1
2.	Definition	1
3.	Anti-Corruption Policy	2
4.	Guidelines of Practices on Anti-Corruption Policy	3
4.1	Offering and Receiving Gifts	3
4.2	Hospitality and Entertainment	4
4.3	Charitable Contribution	4
4.4	Sponsorship	4
4.5	Political Contribution	4
4.6	Facilitation Payment	5
4.7	Conflict of Interest	5
4.8	Revolving Door	5
5.	Whistleblowing Policy, Investigation Process and Protection Measures	5
5.1	Whistleblowing Channels	6
5.2	Investigation Process	6
5.3	Protection Measures	7
6.	Training, Communication, and Publishment on the Anti-Corruption Policy	7
7.	Audit, Assessment on the Risk of Corruption and Internal Control	7
8.	Policy Review	7

Anti-Corruption Policy

1. Introduction and purpose

Super Turtle Public Company Limited (the “Company”) has an ideology in conducting our business with integrity, morality, transparency and auditable by adhering to our responsibilities to all groups of stakeholders in accordance with the Corporate Governance Policy. The Company has efficient, sufficient and appropriate internal control system to ensure that working procedures and method are proceeded correctly and without any corruption within the organization.

To demonstrate our commitment to combat all forms of corruption, the Company has announced our intention to join the Thai Private Sector Collective Action Against Corruption (CAC) since 2013. Further, the Company has set the Anti-corruption Policy and guidelines in writing to help promote values and create a clear and concrete direction towards working without any corruption within the organization.

2. Definition

“Corruption” means all forms of unlawful exploitation for personal gains or other gains, directly and indirectly, including bribery, political contribution, charitable contribution, sponsorship, gift, facilitation payment, hospitality and other expenses, especially the misuse of entrusted power, whether in a manner of offering, promising to offer, accepting or demanding the bribery or any other illegitimate action, which causes unfair and damage to the economy and society.

“Gift and Hospitality” means money, assets, materials or other benefits given to each other as a courtesy, rewards, gratuitous payment, for assistance or as remuneration.

“Political Contribution” means giving of assets, benefits, or venues such as accommodations, reception locations, meeting areas, assembly place in order to assist political parties, politicians, or relevant political people, or to support inappropriate actions or constitutional violations that adversely affect the community, society, or country or cause social disharmony either directly or indirectly.

“Sponsorship” means money and other non-monetary things that the Company receives or gives to any business related person or third party with an objective to promote the Company’s business, image, reputation, or to help strengthening the business relationship.

“Facilitation Payment” means money, property or any other benefits provided to the Public Officials to reduce procedures, speed up routine services, or to confirm the results which they are already required to perform as usual.

“Conflict of interests” means a situation when a personal or outside interest conflicts with the best interest of the Company. A personal interest could be a financial interest, a personal relationship, or any interest or relationship that could affect the judgement and decision-making.

“Public Officials” means a person holding political position, a government official or a local officer with a permanent position or fixed salary, an officer or a person performing work in a state enterprise or a state agency, a local administrator and a member of a local council who is not a person holding political position, an official under the law on local administrative procedures, and shall include a member of a committee, a subcommittee, an employee of a government agency, a state enterprise or a state agency, and a person or a group of persons who exercises power or entrusted to exercise state administrative power in the conduct of a particular act under the law, whether established in the official service, a state enterprise or other state undertaking.

3. Anti-Corruption Policy

The Company is committed to fight against corruption in any forms (including bribery). The Board of Directors, executives, and employees at all levels must avoid being involved with any courage of corruption in direct or indirect manner whether for their own benefit or others, and must strictly comply with this Anti-Corruption Policy including related guidelines and procedures. The Company also encourages its subsidiaries, associated companies, and business-related persons to comply with this Anti-Corruption Policy from the Company’s perspective, a corruption is illegal and destroys credibility of the Company. The duties and responsibilities are set out as follows:

1. The Board of Directors has duty and responsibility to establish the policy and provide oversight of a system that effectively support Anti-Corruption Policy to ensure that the management team is aware of and give importance to anti-corruption and to cultivate such values in the Company’s culture.
2. The Audit Committee has duty and responsibility to examine financial and accounting reporting systems, internal audit system and risk management system to ensure that the systems are in accordance with international standards. The Audit Committee also plays an important role in supporting a transparent and verifiable working process to ensure there is an appropriate and sufficient system of internal controls to prevent potential corruption risks.
3. President and executives have duty and responsibility to ensure a system is in place and to support and encourage the implementation of the Anti-Corruption Policy as well as to communicate the Policy to all relevant employees, and review the appropriateness of the system and implement various measures to ensure the alignment with the changes to the business context, rules, regulations and legal requirements.
4. Internal Audit Manager has the duty and responsibility to examine and audit operations that it is line with policies, operating procedures, tables of authority, rules, laws, and regulations of regulatory agencies to ensure that there

is an appropriate and sufficient system of internal controls to prevent potential corruption risks, and to report any findings to the Audit Committee.

5. The Board of Directors, executives, employees and all subsidiaries must strictly comply with the Anti-Corruption Policy. Non-compliance with this Anti-Corruption Policy shall be subject to disciplinary action.

4. Guidelines of Practices on Anti-Corruption Policy

4.1 Offering and Receiving Gifts

- 4.1.1 It is prohibited to receive, offer or request any gifts or hospitality including cash, cheque, bonds, shares, gold, gems, properties or other cash equivalents from or to any business-related person either from government, private sector or any organizations in order to obtain illegitimate interests.
- 4.1.2 It is prohibited to receive, offer, or request any gifts or hospitality which lead to an omission to perform any duties or is made with an intention of influencing unfair manners.
- 4.1.3 It is prohibited to act as an intermediary to offer gifts to any business-related person either to government agency or private sectors with the aim to obtain inappropriate benefits, or to cause the public official to omit their duty pursuant to the applicable rules, regulations and laws.

Exemptions

Gift offering in case of festivals or traditions such as New Year festival, congratulations or condolence on various occasions can be made. However, gifts can be made at reasonable price and must be subject to the rules and regulations of both the Company and the recipient. For example, some government agency stipulates that the gift to be offered must not have a monetary value exceeding THB 3,000. In addition, gifts must be given in the Company name with clear objectives and performed by Company disbursement procedures.

The Company has adopted a No Gift Policy which all directors, executives and employees must not receive gifts from any business-related person either from government agency, private sectors or any other organization. In the event the directors, executives or employees cannot refuse, the receiver must report the acceptance of gifts to their manager and deliver such gifts to the administrative department for further handling.

In this regard, it is suggested to study further details and adhere to the procedures as specified in the guidelines and procedures on giving and receiving gifts.

4.2 Hospitality and Entertainment

4.2.1 Providing business entertainment is required to specify the objectives with the auditable evidences based upon the Company's rules.

4.2.2 Receiving business entertainment is required to specify certain business objectives. It shall be for a traditional occasion and shall not be a channel for corruption.

In this regard, it is suggested to study further details and adhere to the procedures as specified in the guidelines and procedures on providing or receiving business hospitality and entertainment.

4.3 Charitable Contribution

4.3.1 Use of the Company's funds or assets, including offering of the Company's commercial space or providing products sold at the Company's retail stores without any expenses, to any organization as charitable contribution to help or support society, community and victims must be made in the Company's name to certified, reliable, inspectable foundations, non-profit organizations and must be in compliance with the Company's rules as stated in the Charitable Contribution Procedure. Further, such receiving organization shall provide no considerations in return in order to prevent indirect bribery.

4.3.2 The Company has no policy to receive any charitable contribution from any organizations.

4.4 Sponsorship

4.4.1 Giving sponsorship to support any project arranged by business-related persons or third party are permitted if there are actual activities and it can be proved that such sponsorship are not used as a subterfuge for bribery or corruption. Provided that such sponsorship must be solely made in the Company's name with a clear objective and auditable evidence, and must be in compliance with the Company's rules as specified in the guidelines and procedures for sponsorship.

4.4.2 The company has no policy to accept sponsorship from any organizations.

4.5 Political Contribution

4.5.1 The Company has no policy to accommodate political parties, politicians, or relevant political persons, whether in a direct or indirect manner, except for public benefits which is in accordance with the laws

4.5.2 Directors, executives and employees have the right to legitimate political freedoms, as a citizen under the constitutional law and other relevant laws under democratic system to express their views, participate in any activities and exercise their rights on political matter, provided that such political demonstration and participation can be made after working hours with personal resources. The use of the Company's resources

and assets for personnel political demonstration or illegitimate advantage whether in a direct or indirect manner is prohibited.

4.6 Facilitation Payment

Facilitation payments may constitute a corruption. Therefore, the Company does not have a policy to make facilitation payment. However, legitimate special expedited procedures are acceptable as long as they are accessible to everyone or conducted in accordance with the laws of the respective country.

4.7 Conflict of Interest

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

4.8 Revolving Door

The Company has no policy to 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.

5. Whistleblowing Policy, Investigation Process and Protection Measures

The Company encourages directors, executives, and employees to perform their duties in a responsible manner with honesty and integrity, and must not neglect or ignore when witnessing any actions which are presumably fraud and corruption relating to the Company whether in a direct or indirect manner, which includes (a) any manners that violate the Company's procedures and regulations, or affect the Company's internal control system which might be the cause of fraud; (b) actions that cause the effect of lost benefits or the company's reputation; or (c) illegal, immoral action against the Company's business ethics or Code of Conduct. All personnels of the Company must immediately notify the supervisor when witnessing any actions which are presumably fraud and corruption, or notify to the Company through the Company's whistle blowing channels as specified under this Anti-Corruption Policy and collaborate with any investigation. Should there be any queries or questions, they must consult with the supervisor or the responsible person who is responsible for compliance monitoring.

5.1 Whistleblowing Channels

The Company has 3 whistleblowing channels as follows:

- 5.1.1 Company's website at <https://www.superturtle.co.th>
- 5.1.2 Audit Committee (through head of Internal Audit Unit) by email: ac@superturtle.co.th or by registered post to Internal Audit Unit at the Company's address
- 5.1.3 supervisor / line manager

5.2 Investigation Process

- 5.2.1 Once receiving relevant information, the Internal Audit Unit is assigned to conduct the preliminary investigation. If the information is considered by the Internal Audit Unit as verifiable and reliable, it will gather all information and evidence and propose to the Chief Executive Officer for consideration and the investigation process shall be further commenced. The investigation committee will be appointed and the Human Resource Department will act as the secretary of the investigation committee. In case the information is unverifiable or unreliable, the Internal Audit Unit will inform the whistleblower, reporters and/or relevant persons accordingly (if it is able to do so).
- 5.2.2 During the investigation process, the Company will inform the suspect of the accusation and will have the suspect to defend such accusation by information or evidence to prove that it does not involve with the accused corruption.
- 5.2.3 Once the investigation process is completed, and it is established that such suspect committed fraud, subject to the Chief Executive Officer's approval, the suspect will be punished with disciplinary actions (which are proposed by Human Resource Department in accordance with the rules of the Company. If such fraud is against the law, the offender may be punished by the law. Human Resource Department will inform the result of the investigation to the whistleblower or the reporter, and further report the Internal Audit Unit and the investigation committee.

5.3 Protection Measures

5.3.1 The Company shall conceal any information showing the identity of whistleblowers or reporter and maintain such information confidential. Disclosure of such information will be made on a need-to-know basis by considering the safety and damage of relevant persons.

5.3.2 The Company will not demote, penalize or adverse impact the employees who notify, report or refuse corrupt conducts, although their acts may cause the Company to lose business opportunity.

6. Training, Communication, and Publication on the Anti-Corruption Policy

The Company will communicate the Anti-Corruption Policy as well as the guidelines and relevant procedures to the directors, executives and employees through the Company's communication channels, e.g., information board, intranet, email and Line Official Account, etc. The Company will annually arrange training courses on the Anti-Corruption Policy for directors, executives and employees to raise awareness and understanding and to ensure compliance with this Anti-Corruption Policy. Training regarding the Anti-Corruption Policy is included as part of the employees' orientation for new employees.

In addition, the Company will publish the Company's Anti-Corruption Policy and provide the whistleblowing channels to all stakeholder, such as shareholders, investors, customers, partners, and business-related persons through various methods as appropriate whether by email, notification letter to business partners, website, or annual report (Form 56-1 One Report) and will also reveal information on the number of clues that the Company has in the annual report (Form 56-1 One Report).

7. Audit, Assessment on the Risk of Corruption and Internal Control

The Internal Audit Department shall conduct the internal audit on an annual basis to ensure the compliance with the anti-corruption measures. In this regard, the Internal Audit Department can act independently and the Company shall not limit their scope of work. In addition, the Company's accounts are subject to an audit by a certified public accountant on a quarterly and annual basis.

The Audit Committee has the responsibility to ensure that the Company's business is properly and correctly carried out and in compliance with the relevant policies, laws and regulations. The Audit Committee will regularly monitor and examine whether employees have complied with such relevant policies, procedures, laws and regulations.

8. Policy Review

The Company shall regularly review the Anti-Corruption Policy including relevant guidelines and procedures at least once a year.

This Anti-Corruption Policy has been revised and become effective since 8 November 2023.

- Signature -

.....

(Mr. Chaiwat Atsawintarakun)
Chairman of the Board of Directors
Super Turtle Public Company Limited