

Anti-Corruption Policy

Thai Optical Group Public Company Limited, subsidiaries and associated company (“The Company”) are committed to conducting business with integrity, maintaining a strong sense of responsibility towards society and stakeholders, and to promoting ethical practices, in accordance with good corporate governance principles. Subsequently, the Company has indicated its willingness to renew membership to the **‘Collective Action Coalition against Corruption in the Private Sector’**, further demonstrating its ongoing commitment to fighting all manner of corruption. The Company follows a strong tradition of anti-corruption, believing **“corruption is unacceptable in conducting business, both in government and in the private sector”**. To further ensure the Company has a clear defining policy, with conduct guidelines and rules of engagement, aimed at preventing corruption in all business activities, and to ensure correct decisions are made in the face of corruption risks, the Company has also issued and regularly reviews its official **‘Anti-Corruption Policy’**.

DEFINITIONS

Corruption means any action(s) by virtue of position, power and/or influence for gain, financial and/or interpersonal relations, causing injustice or non-legitimacy of the society. It shall include any type of bribery (both direct and indirect), in any form, such as an offer, promise, guarantee, inquiry or acquisition of money, assets, inappropriate benefits or other undue advantages, to, by or for government officers, government sectors, private sectors or responsible person(s), either with direct or indirect action, so that such person(s) may proceed or disregard their function, in order to acquire or retain business, recommend a specific company to the entity, or achieve any improper benefits in business transactions.

Bribe means any offer, promise, or giving of any undue pecuniary or other advantage, whether directly or through intermediaries, to a government officer or to **Third Parties**, private sector, or to any person(s), in order to act or refrain from acting, in relation to the performance of their duties, in order to obtain or retain business or other improper advantage, in the conduct of business.

Facilitation payment means financial compensation, which may constitute a bribe and is made with the intention of expediting an administrative process. It is a payment made to Public Officials that acts as an incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment.

Political Contributions means any financial support, in cash or other forms, given to bolster political activities. This includes loans, gifts, goods, or services provided, advertising or promotions endorsing a political party, purchasing tickets to fundraising events, or donating money to organizations and/or individuals with close ties to a political party, as well as funding candidates for public election. However, this definition excludes support for the democratic process conducted according to prevailing legal regulations.

Conflict of Interest means a particular form of corruption whereby an individual grants or appears to grant improper and/or undue advantage, by exercising his/her decision-making power to his/her own advantage or to that of Third Parties with close relation. Conflicts of Interest may arise when the private interests of an individual or of his/her close relatives, friends or business contacts diverge from those of the organization to which said individual belongs.

Public Officials means any person holding a legislative, administrative, or judicial office, at any level of national, local or foreign government, or any person exercising a public function, including public agencies or public enterprises, or any official or agent of a public domestic or international organization, or any member of a political party, or any candidate for a foreign political or public office. This includes international civil servants, as well as employees of public enterprises (enterprises over which a government exercises a dominant influence), unless said enterprise operates on a commercial basis, within its market, as a private enterprise. Employees of a private enterprise, performing an activity in the public interest such as customs inspections or tasks delegated in connection with public procurement, are also considered 'public officials', in this respect.

Third Parties means independent individuals or organizations, with no status subordinate to the Company, but have a contractual or legal relationship of any nature with it, including, but not limited to, business partners, consultants, suppliers and/or service providers.

RESPONSIBILITY

- 1. The Board of Directors** has approved and is responsible for enforcing this Policy and ensuring compliance, as well as maintaining oversight of the effective internal control and risk management system, to protect and prevent company business processes from the risk of and susceptibility to corruption and bribery. The Board also ensures that assessment of corruption and bribery risks is an integral part of Company measures, which are regularly and effectively monitored and reviewed.
- 2. The Audit Committee** has been assigned by the Board of Directors to monitor and ensure the company's internal control system to prevent corruption and bribery risks is effective and appropriate. The results derived from said monitoring and assessment are to be reported to the Board of Directors, along with recommendations for improving the anti-corruption and bribery policy and measures in place.
- 3. The Office of Internal Audit** independently monitors compliance with this Policy and the effectiveness of implemented measures. This is to ensure that the Company has an internal control system, which prevents corruption, conflict of interest and bribery risks. In addition, statistics, incidents, and performance reports are to be collected, compiled, and reported to the Audit Committee, at least once a year.
- 4. The Senior Management** is responsible for implementing and promoting compliance with this Anti-corruption and Bribery Policy and leading by example with full compliance. To ensure effectiveness, this includes: considering, reviewing and proposing improvements to the Policy to the Board of Directors; reviewing and updating the Policy to align with legal requirements; assessing the prevailing business environment and monitoring local/national laws and regulations; fostering a culture of anti-corruption and bribery within the organization, by providing appropriate guidance to train directors, management and employees at all levels, and promoting effective communication on the Policy and its importance.

5. The Anti-Corruption Working Team is responsible for raising awareness amongst Company employees and all relevant Third Parties, providing periodic guidance and Whistleblowing Channels for reporting bribery, extortion or solicitation incidents, or any violation or potential infringement of this Policy, in daily business.

6. Directors and employees at all levels shall comply with this policy, in its entirety, as well as the company's Business Code of Conduct, operating procedures, and relevant legal requirements. Employees at all levels of the organization shall be able to look to The Board of Directors and Senior Management as they lead by example in complying with this Policy.

ANTI-CORRUPTION POLICY

1. The Company is committed to responsible business conduct. Directors, senior management, employees, and representatives shall avoid and/or refuse any corruption and/or bribery in any form, whether for personal or business gain. This applies to all domestic and international operations, as well as subsidiaries and associated companies. Business shall be conducted with honesty and integrity, and in compliance with the law, as well as acting fairly in all negotiations and dealings. **Corrupt practices, including bribery, extortion, solicitation, and laundering proceeds, are strictly prohibited, both directly and indirectly.**
2. The Company actively maintains and enforces strong anti-corruption measures **by regularly reviewing its policies, operating procedures, and internal controls, to ensure alignment with evolving regulations and business environments, and to effectively mitigate risks across all operations.** This includes proactively identifying and managing **Conflicts of Interest** for Directors, Senior Management, employees, Third Parties, and other related individuals or groups, to prevent situations, which could create bias in action or decision-making. The Company shall strictly refrain from exploiting Conflicts of Interest, which may exist with external parties.
3. **Employees and relevant Third Parties shall be empowered to report any perceived or potential act of corruption, bribery, extortion, solicitation, circumvention of the Policy or any other concerns, via the established Whistleblowing Channels.** The Company has measures in place to safeguard the afore mentioned reporting which shall be free from retaliation or other adverse consequences.

Guidance to Support the Policy Implementation

Policy Compliance

1. All directors, management and employees of the Company are required to comply with this Policy, and ensure the TOG Business Code of Conduct and Ethical Standards, the TOG Supplier Code of Conduct, and all relevant operating procedures support this Policy, **to properly, appropriately and ethically interact with Public Officials and Third Parties, throughout business activities.** They are also required to avoid and/or report any direct or indirect corruption issue, whether benefitting themselves, their family, friends, and/or acquaintances, either directly or indirectly.

2. The Company **strictly prohibits any form of bribery or the laundering of any such gains**, whether directly or indirectly, offered to, by or for **Public Officials** to obtain advantage. **This prohibition extends to Facilitation Payments**, which are generally forbidden, with exception only in documented, extraordinary circumstances, where employee health, security or safety is at immediate risk. Any such payments must be accurately recorded in the Company financials, and the Company is actively encouraged to discuss preventative measures, to avoid similar situations in future.
3. **Extortion or soliciting favors from Third Parties** for personal gain, including benefits for family, friends, or acquaintances, is also strictly forbidden. Any direct or indirect bribe to benefit any Public Official or Third Party, concerning business agreements, or procurement, is unacceptable. All agreements, transactions or procurements shall be transparent, and in accordance with the Company's regulations and procedures.
4. This Policy covers hiring a consultant and human resource management, starting from recruitment, selection, promotion, training, evaluation, approval of employment, and determination of compensation.
5. The process for selection and nomination of directors shall also strictly follow this Policy, to ensure no conflicts of personal and public interest, in accordance with the **Anti-Corruption Constitutional Acts B.E. 2018**.

Gifts & Hospitality

6. Providing or receiving any presents, gifts or favors, in any form, must be transparently disclosed, appropriate to traditional customs, without violating any regulations. The recommended practice is stipulated within Company operating procedures.

Sponsorship & Donations

7. Charitable donations or sponsorship require clear and transparent objectives, with proof that any donation or sponsorship, whether money, goods, assets, or any other such benefit, are solely used for their intended purpose, such as helping/ supporting the community, society or public charities. Complete documentary evidence shall support the donation or sponsorship, ensuring the afore mentioned, in no way, constitutes a Bribe, Facilitation Payment or other such corrupt practice. The recommended practice is stipulated within Company operating procedures.

Political Contributions

8. The company does not support or provide any direct or indirect political assistance to any political party, affiliation or, their close relatives, friends or linked Third Parties. The recommended practice is stipulated within Company operating procedures.

Raising Concerns & Seeking Guidance

9. Employees, at every level, are responsible for informing their supervisor or contacting Whistleblowing Channels, should any corruption, or potential act of corruption occur. All employees are also required to cooperate with any investigation. Should there be any question or comment, they are required to consult with their supervisor or the person(s) responsible for monitoring and assuring compliance with the codes of conduct.

10. The Company will act with fairness and provide protection to any whistleblowing employee or Third Party, who reports corruption issues, concerning the Company. Said employees or Third Party shall not be demoted, punished or penalized, by the Company, when acting to alert corruption or corruption risks.

Training & Communication

11. Supervisors, at every level, are required to communicate with employees and new hires, to ensure application of the Policy, in conducting all business and controlling all operations effectively. Key personnel in areas subject to high corruption risk should be trained and evaluated regularly, including confirming, at reasonable intervals, their compliance with relevant operating procedures.
12. All Directors, Senior Management and employees of the Company are required to communicate this Policy with all stakeholders, including Third Parties, trade partners and business allies, from the outset of initiating business relations, with all necessary units. When formalizing business relations, management is responsible for ensuring that this Policy is acknowledged, understood and respected by all concerned parties, at all levels.

Whistleblowing Channels for reporting corruption issues:

- Via email to:
hotline@thaiopticalgroup.com
- By letter to:
Chairman of the Audit Committee at Thai Optical Group Public Company Limited
Address: 15/5 Moo 6, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthanburi 11110, Thailand.

PENALTY

1. Violating this Policy will be treated as serious misconduct. Any person violating this Policy will be disciplined and/or penalized accordingly, by being discharged from their position, or by having their agreement or relation with the Company terminated.
2. Any corrupt person will be punished for violating the TOG Business Code of Conduct and Ethical Standards and/or the TOG Supplier Code of Conduct. Punishment will be in accordance with the Company's rules and regulations, and governing laws.

Announced on 8th May 2024, by

Don Pramudwinai
Mr. Don Pramudwinai
Chairman