

**Anti-Corruption Policy**  
**Pruksa Holding Public Company Limited.**  
**and Subsidiaries**

## **Anti-Corruption Policy**

### **1. Introduction**

Pruksa Holding Public Company Limited. and Subsidiaries (the "Company") realize that corruption has negative effects and obstacles to the development of society and economy. Including unfairness in business, adversely affecting both business ethics and competitiveness. Causing disrespect both within and outside the country as well as allowing those involved with the company, shareholders, investors and all interested parties lack of confidence in the organization. The company therefore abides by Thai law against corruption and set this policy to be the principle importantly, in conducting business that will not support a business, a group of people or individuals involved in the exploitation undesirable whether directly or indirectly from the abuse of authority

### **2. Objective**

This anti-corruption policy is a guideline for directors, executives, and employees of all levels to acknowledge in adhering to integrity in the implementation of anti-corruption measures. Which is the important factor to sustain reputation and support company's business operations.

### **3. Definition**

Company	means	Pruksa Holding Public Company Limited. and subsidiaries
Corruption	means	An abuse of power exploiting an unjust benefit, giving or receiving the bribery, whether in any form, by wrongfully offering to give, promise, commitment, call for, give and receive money, property or any other benefits to a government officer, government agency, private organization or those who has a duty, whether directly or indirectly, in order to influence the said person to act or omit its performance or in order to acquire or reserve wrongfully business benefits.
Political Contributions	means	Contributions under the name of the company, whether in form of financing or other form, for supporting political activities. Financing supports include giving a loan and in-kind support are giving things or services, advertising to promote and support a political party, purchasing entertaining tickets for funding or donating an organization with close relationship with a political party, etc. Unless the democratic support is permitted by law.
Bribery	means	Providing valuable property or other interest given to a government officer, person / group influencing such person or group to act or omit anything under its position, whether such act is a lawful duty or not, for personal benefits or company benefits.

Gift / Gratuity	means	Valuables in both material, goods and services, whether it is a direct giving or receiving, or offering to purchase or sell at special price as well as paying service fees such as traveling expense, etc.
Whistleblowing	means	Providing information to the company relating to conduct that is believed to have been misconduct or behave suspiciously as a result of unlawful practices or rules and regulations related to corruption including non-compliance with the Company's Code of Conduct.
Whistleblower	means	Directors, Executives, Employee, Stakeholder including internal or external personnel.
Director	means	Directors of the company
Management	means	Chairman of the Executive Committee, Group Chief Executive Officer / Chief Executive Officer / Managing Director / Executive Vice President / Senior Vice President / Vice President / Associate Vice President /Senior Manager / Manager / Deputy Manager / Sr. Supervisors / Supervisor II / Supervisor I of the company.
Staff	means	Monthly employees, daily employees, contract employees with a fixed period in which the company agrees to employ by receiving compensation or agents of the company.
Business Agent	means	Another juristic person or natural person who is not a staff employed or agreed by the Company to make a transaction or to contact a third party on behalf of the Company.
Customers	means	Buyers / Service users of the company.
Party or Partners	means	A person who makes a transaction with the company. To support or promote a business with the company, such as a supplier broker and service providers with the company.
Relative	means	A person who has de facto relationship by blood or by legal status, such as parents, siblings, spouse, either on de facto or legal status, including spouses of children
Charitable contributions or public donation	means	Donations of goods or other benefits for public benefit by ensuring that donations will not be used for the benefit of compensation or bribery.
Contribution and grants	means	Monies paid with objectives for supporting a business, brand or reputation of the company.
Facilitation payment	means	Informal expenses paid to government officials for government officials to proceed with the process or to encourage faster action.

Revolving Door	means	Hiring people from the government sector to work in the private sector causing a risk of corruption. In terms of conflicts of interest of individuals with roles in both organizations, government officials do not neutrally work
Entertainment	means	Entertainment Banquets, food, beverages, and including events arrange leisure activities for recreation such as festivals, sports events etc.
Conflict of Interest	means	Conflict of personal interests and public interests, Personal exploitation violates legal regulations position of duty to intervene discretion in decision making process. Which may result in abandonment of morals in the performance of duties independence, transparency and fairness.
Nominee	means	Person or juristic person who is a representative or appointed on behalf of the real owner, in which the real owner is the beneficial
Other benefits	means	Other benefits not expressly specified in this regulation.

#### 4. Roles, Duties and Responsibilities

In order to make the anti-corruption policy to be a clear guideline, roles, duties and responsibilities of concerned persons shall be specified as follows:

- 4.1 **Board of Directors** shall have the duty as follows:
  - 4.1.1 Determine and approve the anti-corruption policy;
  - 4.1.2 Approve and review practices for the anti-corruption policy;
  - 4.1.3 Monitor the system to support the anti-corruption proficiently and taken anti-corruption measures to practice in the organization.
- 4.2 **Audit committee** shall have the duty as follows:
  - 4.2.1 Review the company to have a sufficient internal audit;
  - 4.2.2 Review the company to be in compliance with the anti-corruption policy proficiently.
- 4.3 **Chairman of the Executive Committee and Group Executive Officer** shall have the duty as follows:
  - 4.3.1 Promote, support and monitor to ensure that the staff and all concerned persons shall be in compliance with the policy and anti-corruption measure and relevant rules and practices as well as communicate them to the staff and all concerned persons;
  - 4.3.2 Review the appropriateness of working systems and measures to be in conformity with the change of business, regulations and provisions of law;
  - 4.3.3 Monitor and supervise efficient anti-corruption support system and adopt measures anti-corruption practices in the organization.;

- 4.3.4 Disclosure of conflicts of interest. The Chief Executive Officer and Group Chief Executive Officer must not be involved in procurement process, recruitment, Inspections take responsibility for the job, including direct and indirect actions as a nominee.
- 4.4 **Executives in director position and above** shall have the duty as follows:
- 4.4.1 Control and monitor to take the anti-corruption policy to be actually practical, specify risks, inspect and manage the measure to be sufficient for solving problems appropriately, quickly and in time;
- 4.4.2 Support the development of process and personnel to achieve the policy and anti-corruption measure of the organization;
- 4.4.3 Disclosure of conflict of interest of the company by executive must not be involved in procurement process, recruitment, track jobs, to enforce responsibility for work including direct and indirect operations as nominee.
- 4.5 **Staff** shall have the duty as follows:
- 4.5.1 Understand and comply with the policy and anti-corruption measure and other measures (if any) and participate trainings as specified by the company;
- 4.5.2 Immediately whistle brow upon it sees or is in doubt that there would be a Corruption, give a cooperation on inspecting facts regarding the doubt of Corruption;
- 4.5.3 The staff must not involve with the Corruption, whether directly or indirectly, and must comply with the measures or performance procedure of the company strictly. Especially, the Staff involving with a work related to a main process which has a risk of the Corruption such as procurement, credit, selling, staffing, support work and investment;
- 4.5.4 Disclosure of conflict of interest, staff must not be involved in procurement process, recruitment, track jobs, to enforce responsibility for work, including direct and indirect operations as a nominee.
- 4.6 **Internal Audit Division** shall have the duty as follows:
- 4.6.1 Audit and review the performance whether it is accurate and in compliance with the policies, measures, practices and relevant laws ensuring that there is appropriate and sufficient internal audit system to the Corruption risk which may arise and report the audit committee.
- 4.7 **Corporate Governance Division** shall have the duty as follows:
- 4.7.1 Give consultation and advice regarding the anti-corruption;
- 4.7.2 Monitor the performance of anti-corruption;
- 4.7.3 Coordinate with relevant organizations to distribute knowledge on the anti-corruption;

- 4.7.4 Report work performance and other performance in relation to the anti-corruption to the Corporate Governance and Sustainable Development committee.
- 4.8 **Risk Management** and Sustainability Division shall have the duty as follows:
  - 4.8.1 Develop a tool for assessing the risk of Corruption and provide an internal organization to assess the risk of Corruption;
  - 4.8.2 Summarize the risk assessment to the Risk Oversight Committee.
  - 4.8.3 Collect measures and guidelines on the risk control of Corruption that it has considered and shall review the risk of Corruption at least once a year.
- 4.9 **Corporate Human Resource** Division shall have the duty as follows:
  - 4.9.1 Manage the humane resource to be in conformity with the anti-corruption policy of the company;
  - 4.9.2 Prepare a process of recruitment, orientation, training and sanction of the anti-corruption;
  - 4.9.3 Promote and create the culture in way of the anti-corruption guideline as well as avoid any act which may fall in the scope of Corruption.
- 4.10 **Accounting and Taxes Division** shall have the duty as follows:
  - 4.10.1 Record and keep information and documents relating to the accounting and taxes;
  - 4.10.2 Perform the procedure of financing and accounting practices to be in conformity with the generally accepted accounting standard;
  - 4.10.3 Control the withdrawal of expenses according to the rule and regulation on withdrawal, approval manual for withdrawal of expenses, approval manual for operating expenses and in accordance with the anti-corruption policy.
- 4.11 **Corporate communication management Division** shall have the duty as follows:
  - 4.11.1 Communicate and publish the anti-corruption policy and measure and relevant activities in order to produce a good sense of performing the work in integrity without Corruption;
  - 4.11.2 Communicate and report public of the anti-corruption of the company.

## 5. Controlling

### 5.1 Internal control system

The company has specified the rule of performance, allocating the burden and duties according to the line of command and there shall be a process of procedural approval. This process shall be an internal audit system, review and control procedure to be in conformity with the anti-corruption measure and shall be inspected by the internal auditor. All staff shall perform their work in compliance with the rule regarding the performance and requirement of the company.

### 5.2 Practices in conformity with the Anti-corruption Policy

The company has stipulated policies and measures against corruption and provide operational guidelines. Therefore, the roles, duties and responsibilities of related parties are specified as follows

**5.2.1 Giving and receiving the Bribery**

5.2.1.1 The directors, executives and staff in all levels are prohibited to unlawfully call for or receive interest or any property influencing to act or omit their performance or may cause the company disadvantage of lawful interest;

5.2.1.2 The directors, executives and staff in all levels should omit to offer or give interest or any property to a third party in order to influence such person to act or omit to do thing which is illegal or improper to its duty.

5.2.1.3 The company does not have a policy to pay for any form of facilitation payment, both directly and indirectly without taking any action and does not accept any action in exchange for facilitating business operations.

The Company communicates do not support for bribery with Government agencies and stakeholders in the company.

**5.2.2 Giving or receiving Gift / Gratuity, Business Entertainment or Other Benefits**

Giving or accepting other gifts to customers, business partners shall comply with the rules and regulations regarding giving or receiving souvenirs, business entertainment allowance or other benefits, must comply with the principles of anti-corruption and must be reasonable and verifiable.

5.2.2.1 The staff is prohibited to give or receive things or any interest from a Partner or a person who relates with the company's business, unless it is in a traditional occasion or culture. With a little value without compensation. The receiver shall consider and consult with its supervisor for appropriate instruction;

5.2.2.2 The Staff should avoid giving or receiving business entertainment which more than normal practice to business partner relationship, from other person who has its business involved with the company's business.

**5.2.3 Political Contributions**

The company shall not assist or support to any political party, political group or politician, whether directly or indirectly, and the company's property shall not be used for the said operation.

#### 5.2.4 **Revolving Door**

The Company will not hire government official. If the employment is beneficial to the company.

The Company will disclose information of persons who were former government officials, have been appointed as consultants, executives of the Company in company's published documents.

#### 5.2.5 **Charitable contributions, Public Donation and Grant-in-aid**

5.2.5.1 Donating money or property for charity or public interest by giving a grant-in-aid shall be transparent and accurate in accordance with the law and shall not conflict with a good moral and shall not be any act which causes damage to the community at large;

5.2.5.2 Giving or receiving money or property donated for charity or grant-in-aid shall not be used as a bribery;

5.2.5.3 Charitable expenses and giving a grant-in-aid shall be comply with operation procedures, reimbursements and delegation of authority (DoA) manual of the company. The information must be submitted to the relevant department to consider redundancy of work including opinion to the supervisor to consider before signing. Disbursement must specified clear objective with verify evidence;

5.2.5.4 In the case of doubt that it may have the Anti-Corruption Policy effect, shall consult with the Corporate Governance & Compliance Division in writing or, in other important issues, it shall be under the management's discretion.

#### 5.3 **Staff Rotation**

The company encourages rotating the staff who are responsible for high risk of Corruption job such as Procurement Division, Land Acquisition Division, etc.

#### 5.4 **Guideline on tracking/assessing the performance in accordance with the anti-corruption Policy**

The company shall review, monitor updated policy and anti-corruption measures annually, Provide public relations method to enable personnel throughout the organization to participate in implementation of the said policy in various channel such as E-mail, Intranet, Digital Signage, Employee Communication News (EC News) of the company, training/video provided to new staff on their orientation date, annual events as well as there will track and evaluate the performance according to the said policy by make a quiz of executives and staff of the company on the anti-corruption periodically.



**5.5 Guideline on monitoring and controlling to prevent and track risks of the Corruption**

The company shall follow up and evaluate the risk specified in the operation manual as a standard and shall open a channel for receiving complaints from staff, business partners, public and government sectors, etc.

**5.6 Training for the policy and practice of anti-corruption of the company**

The company shall provide training and knowledge on the policy and practice of the anti-corruption to staff who are in charge of monitoring or involving to preventing the corruption in the company and sent personnel to obtain external trainings provided by organizations in both government and private sectors relating to the Corruption since the staff starting work for the company by the company shall provide the Staff trainings on the anti-corruption in the form of both Video, announcements, Code of Conduct, rule on whistleblowing, complaints relating to the Corruption, rule on giving and receiving gift / gratuity, entertaining customers or other interest. according to the company's channels. Including annual training and other related activities.

**6. Guideline on whistleblowing/complaint of the Corruption**

6.1 Employees must not neglect or ignore When seeing or knowing that operations are in conflict with the company's regulations or see an act that is within the scope or merely suspects it is an act of corruption Employees must notify supervisor or the person in charge of the said information by requesting to follow the whistleblowing regulations Complaints regarding corruption strictly. If there are any questions, can ask for advice from supervisors or inquire from the Corporate Governance Department and in the case of matters relating to high-level executives or company director report the matter directly to the chairman of the audit committee.

**7. Recording business information and document keeping**

Recording business, finance and accounting information and keeping the record shall be checked correctly and completely and shall follow the procedure according to the company's rule and shall adhere with the company's accounting standard. In addition, there shall prepare a financial report and other relevant procedure to be in conformity with the anti-corruption policy and the said documents shall be kept in a safe place in accordance with the company's rule on document keeping.

## **8. Sanction**

The company strives to encourage the Directors, Executives and all employees to perform their job with transparency, integrity and anti-corruption, both of directly and indirectly, and shall communicate this policy and the anti-corruption measure to them and public as well as develop their knowledge and understanding for adhering with seriously.

Therefore, omission of compliance with this policy shall be deemed as a breach of the company's rule and shall be disciplinary punished. Unawareness of this policy cannot be used as an excuse not to comply with and in the event where the Corruption has an offence under the law in consequence, the company shall be entitled to take action against such offender.

## **2. Whistleblowing and Complaint of the Corruption Regulation**

### **1. General**

In order to reserve the said reliability, transparency with ethics, the company therefore has established a mechanism to protect and mitigate grievance to those who cooperate with the company on the anti-corruption such as whistleblowing or giving information and refusing corruption in order to ensure that the said act shall not cause such person grievance and damage.

### **2. Objective**

This regulation is made for being as a practice guideline on whistleblowing, complaint regarding a Corruption and for giving a protection to a whistleblower or a person who gives information including a person who refuses the Corruption.

### **3. Scope and Guideline**

All interested persons of the company who has found a clue of a Corruption of a staff or executive or director or has been affected from refuse of a Corruption shall give a whistleblowing/complaint through the channels specified herein by the Company. The Company shall protect those who cooperates or reports the Corruption and shall give an accused thereof fairness as well.

This rule is deemed as an integral part of the anti-corruption Policy. All staff shall be bound and adhere therewith.

### **4. Whistleblowing and Complaint of the Corruption**

Upon it found or aware of any performance conflicting with the company's rule/order or it found any act falling therein or only doubt that there is a Corruption relating to the company, the Staff shall not neglect or ignore and shall inform such Corruption through the channels specified by the company. If any doubt or unsureness of its consideration, the Staff shall consult the supervisor or Corporate Governance Division.

The Staff shall cooperate to inspection and give evidence in case of it found any Corruption.

### **5. Matters received from Whistleblowing and Complaint of the Corruption**

- 5.1 Abuse of power for personal exploitation or others.
- 5.2 Finding any destruction of evidence, distortion or concealment of information, to support the Corruption.
- 5.3 Finding any act which is doubtful that it is a Corruption or there is an event/information which may be deemed as the Corruption.

- 5.4 Receiving an affect from whistleblowing or giving information or giving cooperation on fact-finding or refusing the Corruption such as persecution, demotion, punishment, dismissal or affect causing damage to such whistleblower.

## 6. Channel for Whistleblowing and Complaint of the Corruption

A person who has found any doubtful cause falling in the scope of the Corruption or has been affected from refusal of the Corruption shall give a whistleblowing/complaint with or without disclosure of its name, stating facts or sufficient and clear evidence to show that there is a reason to believe that there is a Corruption or it has been effected from the refusal of the Corruption through the following channels either:

- Chairman of the Board, Chairman of the Audit Committee, and Group Chief Executive Officer
- Trusted supervisors at every level (for employees)
- Website : [www.psh.co.th](http://www.psh.co.th) or [www.pruksa.com](http://www.pruksa.com)  
(The topic: Whistleblowing Disclosure)
- E-mail : [cg@pruksa.com](mailto:cg@pruksa.com)
- Line Official Account : @pruksacg
- Telephone : 0 2080 1739 Ext. 48611 and 084 875 4784

In case of there is an issue involving to the executive on high level or the director, shall directly complain the chairman of audit committee.

**Note:** The company shall examine the complaint by considering reliable facts. However, such whistleblower or complainer should be realized that any dishonest report or report in form of anonymous letter may limit the company for fact-finding.

## 7. Protection for Whistleblower and Rejection of the Corruption

The Company has established a mechanism to protect any person who cooperates with the Company of the anti-corruption such as whistleblowing or giving information including refusing the corruption to ensure that the said anti-corruption shall not cause the whistleblower a grievance and casualty as follows:

- 7.1 The company shall protect a person who cooperates with the company on whistleblowing or refusing the corruption relating to the company from grievance, danger or unfair treatment as the result of giving the cooperation to the said anti-corruption.
- 7.2 The Company shall not demote, punish or cause a staff or an executive who refuses the Corruption in a negative way even if such act has caused the company loss of business opportunity.
- 7.3 In case of the whistleblower / complainer is in danger or may be loss, shall request the company to set an appropriate protection.

- 7.4 In order for protecting the right of the complainer and a person who gives information, the said information shall be kept confidential, limiting an acknowledgement only for those who are in charge of fact-finding. If it found that there is a misuse of the said information or inappropriate disclosure thereof, it shall be deemed that such act is an infringement and disciplinary offence.
- 7.5 In the event of it found that a staff or an executive has treated other person unfairly or has caused other person loss with a motive of such other person's whistleblowing /complaint or refusal of the Corruption, it shall be deemed as disciplinary offence.

## **8. Sanction**

A person who willfully or negligently fails to comply with this regulation as well as has a behavior reflecting that it is a persecution, threaten to make a disciplinary punishment or unlawful discrimination as the result of the whistleblowing / complaint against the whistleblower / complainer or a person who involves with the proceedings in accordance with this rule shall be deemed that such person has breached this regulation and shall be responsible for damages arising to the company and those who have been affected from the said act.

**Note:** If any rule conflicting with this order, shall adhere with this order from the date of enforcement hereof.

### **3. Rule on Giving Gift, Gratuity, Entertaining Customers or Other Interest**

#### **1. Regulation**

Directors, management, and employees are prohibited to give or receive any gift voucher or other benefit from customers, business partners or business agents unless they have complied with this regulation.

#### **Giving and receiving Gift / Gratuity or Other Benefits**

1.1 Directors, management, staff and members of the mentioned person are strictly prohibited giving and receiving gifts, or other benefits to business partners, agents or those involved with the business as well as supervisors, subordinate and colleagues.

1.2 Gift giving or other benefits to customers, partners, business representatives or those involved with the business with company logo, traditional giving, sales promotion, business relationship or on the occasion of congratulation Express gratitude, welcome, condolence providing assistance in accordance with etiquette practiced in society can be done.

The company shall communicate the policy of not accepting gifts, or other benefits to partners or related parties from time to time during various festivals. If the gift is at risk of damage or have a high delivery cost, prepare a gift receipt registration report and consider allocating to the employees in the line of work openly, fairly, thoroughly, and submitting the gift registered list with the allocation method to HR.

1.3 Business Entertainment

Business entertain allowance or get entertained with the intention of creating influence, affect business decisions or support political activities. Contrary to regulations subject to bribery except for contacting, greeting, knowledge sharing, share experiences, entertainment due to the performance of duties as appropriate and not excessively extravagant.

1.4 Accepting an invitation for meeting, visiting provided by the Customer / Business Agent / Partner

Accepting an invitation for meeting, visiting provided by the Customer / Business Agent / Partner shall be allowed, provided that, there shall comply with the following conditions:

1.4.1 Approved by the chief executive of the department.

1.4.2 Must have objectives of the meeting, schedule details of the trip and should prepare the plan in advance.

1.4.3 After the meeting / visiting, the visitor shall summarize the result received from the meeting / visiting and present to the highest executive of the unit.

1.4.4 Not participating in tourism seminars with hidden travel characteristics Without intention to convey or seeking true knowledge.

1.5 Important principles that must be taken into consideration when receiving gifts, vouchers or other benefits received in accordance with this regulation.

1.5.1 Pattern and value of gift and Entertainment or other benefits must not be extravagant than necessary and must be reasonably paid.

1.5.2 The receiver and the giver shall disclose, transparent and shall be audited.

## 2. Sanction

The Staff shall adhere with this regulation strictly and it is a condition of the employment. If any Staff has infringed the said regulation, it shall be deemed as disciplinary offence and shall be further punished under the company's rule.

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Approved by the Corporate Governance  
and Sustainable Development Committee

Approved by the Board of Directors

-Signature-

-Signature-

\_\_\_\_\_  
(Dr. Anusorn Sangnimnuan)  
Chairman of the Risk Oversight Committee  
Pruksa Holding Public Company Limited  
May 12, 2023

\_\_\_\_\_  
(Dr. Prasarn Trairatvorakul)  
Chairman of the Board of Directors  
Pruksa Holding Public Company Limited  
May 12, 2023

Note : The English translation of the Anti-Corruption Policy is for the purpose of understanding by foreigners; only the Thai version of the texts is legally binding.