

## Regulations

### Ref. No. RorPorBor BorBorKor 024/2566

### Subject: Human Resources Anti-Corruption Measures

In order to efficiently manage the MBK Group human resources and ensure that it is fair and above board in accordance with the principles of good corporate governance and in compliance with the anti-corruption policy, the GROUP has, therefore, established the Regulations with regard to Human Resources Anti-Corruption Measures, for its employees to strictly adhere to. As a result, the GROUP considers it appropriate to revoke the previous Human Resources Anti-Corruption Measure Regulations, Ref. no. RorPorBor. BorBorKor. 004/2565 dated February 14, 2022, and replace it with this updated Regulation, until further notice. The details are as stated below:

#### 1. Objectives

To ensure transparency and impartiality of the Group's human resource management in accordance with the principles of good corporate governance and support the anti-corruption policy, it is stipulated that executives and employees are prohibited from carrying out the following practices:

- 1.1 Abuse of authority to illegitimately acquire undue benefits.
- 1.2 Grant or accept bribes in any form, by offering, promising, handing out, committing, demanding, or accepting money, assets, or other illegitimate benefits.
- 1.3 Be involved in any acts that imply corruption or illegitimate practices, with government officials, agencies, the private sector, or related persons, either directly or indirectly, that encourage such persons to act or neglect to act, in order to attain or retain improper business interests.

To accomplish such objectives, the GROUP has thus established the Human Resource Anti-Corruption measures, to ensure that executives and employees involved in the personnel management processes are well - informed and use it as a guideline for the correct practice, and collaboratively control and prevent inappropriate practices that are contrary to the Group's good corporate governance and anti-corruption principles on a regular basis. Additionally, the objective also includes reviewing guidelines and requirements to comply with changes in the business sector, regulations, and legal requirements. In this regard, any employee that is found to violate such measures or be involved in any practices that support, assist, or provide cooperation in corrupt acts will be subject to penalties according to the regulations set by the Group of Companies.

#### 2. Definitions

- 2.1. Group of Companies, refers to MBK Public Company Limited and its affiliated companies/associated companies with controlling power.
- 2.2. Government Agencies, refer to
  - Ministries, bureaus, departments, or government agencies (such as the Revenue Department, Department of Lands, and local government bodies).
  - Political parties, political office holders, or a candidate vying for political office (both the government and opposition), local administrators.
  - Regulatory bodies (the Securities and Exchange Commission, Stock Exchange of Thailand, etc.)
  - State enterprises or businesses in which the state holds major shares, or any other organization owned or controlled by the state or a government agency.
- 2.3. Government officials, refer to
  - Persons holding political positions.
  - Civil servants or employees of local bodies, with authoritative positions or regular salaries.
  - Employees or persons working in state enterprises or agencies.
  - Local administrators and councilors, who are not political office holders.
  - Officials operating under the law governing the local administrative category.

- Directors, sub-committee members, government or state enterprise employees, government agencies, and persons or groups of persons exercising authority, or entrusted with the authority in the exercise of state administrative powers for certain legal operations that have been either established to operate under a state enterprise, or for other state affairs.

### 3. Scope

This Human Resource Anti-Corruption Measure covers the personnel management processes, from recruitment, selection, level adjustment, promotion, transfers, development, training, performance appraisal, determination of remunerations, disciplinary actions, procurement and outsourcing related to HR, and expense reimbursements, of the MBK Group.

The nomination of the MBK Group Board of Directors must be in accordance with each company's requirements, for example through the Nomination and Remuneration Committee, Board of Directors, or the shareholders' meeting.

### 4. Regulations or Guidelines

#### 4.4. Recruitment and Selection of Personnel

Determines the procedures for both external and internal recruitments, as follows:

##### 4.1.1. Recruitment Process for executives and employees

- 4.1.1.1. The recruitment process is governed by the organizational structure and manpower allotment approved by the Executive Committee and Board of Directors. In the case of outsourcing services from a recruitment company, the selection process must be in accordance with the procurement process.
- 4.1.1.2. The selection of applicants must take into consideration their qualifications with regard to knowledge and competence as stated in the Job Profile. As for other qualifications, it must comply with regulations as specified by the Human Resource Department which dictates the process of selection, transfer of employees, audits, and prohibitions, according to the regulations of the GROUP of companies, as well as other legal regulations, etc.
- 4.1.1.3. The selection process consists of testing and interviews conducted by the Human Resource Department, in collaboration with the concerned unit, in order to ensure transparency, impartiality, and fairness.
- 4.1.1.4. Remuneration will be determined based on qualifications, experience, and staff level, according to the employee's assigned role, that is in accordance with their job description as defined in the Company's salary structure.
- 4.1.1.5. All recruited personnel will receive an orientation to develop an understanding of the Group's business operations, as well as practices and restrictions that are in accordance with the relevant regulations and laws, such as the Good Corporate Governance Policy, employee's Code of Conduct, and Anti-Corruption Policy.
- 4.1.1.6. Employees according to Clause 4.1.1.5 must work during the probationary period as specified by their work unit and which is in accordance with the conditions of their employment. Satisfactory assessment of their performance during the probationary period will enable the employee to be granted a permanent employee status of the company.

The process of recruiting, selecting, determining remuneration, and evaluating the employee's performance during the probationary period, must be free from any demands of benefits or compensation, in any form from the applicants, or persons related to the applicant.

##### 4.1.2. Recruitment Process for senior management positions

The Company has established the related authority to recruit, select, and approve personnel to hold positions in the GROUP of Companies, as follows:

###### 4.1.2.1 MBK Public Company Limited

- Chief Executive Officer, Managing Director, Deputy Chief Executive Officer, Chief Business Officer, senior management or its equivalent, and Company Advisor, through the consideration, selection, and screening, by the Nomination and Remuneration Committee, and propose it to the Board of Directors for approval respectively.
- Positions below the management level or its equivalent, are to be approved according to the chain of command in accordance with the Company's Personnel Authority Manual.

#### 4.1.2.2 PRG Corporation Public Company Limited

- Managing Director, Deputy Managing Director, Assistant Managing Director or its equivalent, and Company Advisor, through the consideration, selection, and screening, by the Nomination and Remuneration Committee, and propose it to the Board of Directors for approval respectively.
- Positions below the Assistant Managing Director or its equivalent, are to be approved according to the chain of command in accordance with the Company's Personnel Authority Manual.

#### 4.1.2.3 T Leasing Company Limited

- Managing Director, Deputy Managing Director or its equivalent, departmental managers or its equivalent, and Company Advisor, through the consideration, selection, and screening, by the Nomination and Remuneration Committee, and propose it to the Board of Directors for approval respectively.
- Positions below departmental managers or its equivalent are to be approved according to the chain of command in accordance with the Company's Personnel Authority Manual.

#### 4.1.3. Recruitment process for employees sourced from government agencies.

The Company has set guidelines and criteria for recruiting government officials, as follows:

- 4.1.3.1. The Human Resource Department will conduct an examination of the hiring of former or current government officials, by taking into consideration the various agreements that the person has signed with the government agency prior to the recruitment.
- 4.1.3.2. The person according to Clause 4.1.3.1 must present the agreement with the government agency for consideration for recruitment.
- 4.1.3.3. The Company will not take into consideration persons who are still holding a position with a government agency, with the exception that if such persons are authorized by their affiliated government agency to comply with the terms and conditions of their affiliated unit and there is no risk of corruption.
- 4.1.3.4. Specify a gap period for accepting former government officials who must have retired from their post for at least 2 years before being accepted as a Company employee and is in accordance with the agreement that the person has with the government agency. If it is deemed necessary to recruit a former government official within a gap period of less than 2 years, such persons must obtain permission from the government agency that they are affiliated with, by complying with the conditions and requirements of their affiliated unit and there is no risk of corruption.
- 4.1.3.5. Prior to recruiting a government official, the Human Resources Department must present the Company's compliance documents to be signed and accepted, in order to prevent abuse of power or conflict of interest, such as disclosing their former agency's confidential information, lobbying for illegitimate benefits, or being assigned to contact their former agency that they were previously affiliated with.
- 4.1.3.6. The Company will not employ government officials if the employment is deemed to be benefiting the Company, or there are indications of benefits.

- 4.1.3.7. Shortlisted former government officials are required to disclose the necessary information and certify the accuracy of the information provided to the Company.
- 4.1.3.8. Disclosure of names and the history of people whom the Company recruits from government agencies.
- In the case of a listed company on the Stock Exchange of Thailand, if a government official is recruited and assumes the post of a director, top executive, and high-ranking executives (the first four executives after the highest level of management according to the criteria set by the Stock Exchange of Thailand), are required to disclose their names and history in the annual report along with specifying the reasons for appointing such persons, in order to ensure transparency. For other positions, the Human Resources Department will consolidate the names and profiles and submit it to the MBK Group Human Resources Committee on an annual basis to ensure that it is in accordance with the anti-corruption policy and guidelines.
  - In the case of a company that is not listed on the stock exchange, if a government official is recruited and assumes the post of a director, top executive, or high-ranking executive (executives one level below the Company's senior executives), they are required to disclose their names and history so that it may be disclosed through the Company's communication channels, such as the Company's website, along with the reasons for appointing such persons, in order to ensure transparency. In this regard, the Human Resource Department will consolidate the names and profiles and submit it to the MBK Group Human Resource Committee on an annual basis to ensure that it is in accordance with the anti-corruption policy and guidelines.

#### 4.2 Level Adjustments and Promotions

Level adjustments and employees' promotions will be considered from their respective competency based on past performance and the potential to learn and develop themselves in the future, based on the appropriate job structure and description that is suitable for such promotion. The process is as follows:

- 4.2.1. The related unit nominates a suitable employee for promotion to the Human Resource Department.
- 4.2.2. The Human Resource Department verifies their initial qualifications, as well as the qualifications as specified by the Company.

If their qualifications do not pass the assessment	The Human Resources Department will notify the related unit and return the request.
If their qualifications pass the assessment	The Human Resources Department will present the names to the Management Committee (MC) for approval of the level adjustments and promotions in accordance with the Authority Manual.
If the request is not approved	The Human Resources Department will notify the related unit and return the request.
If approved	The Human Resources Department will issue a written order for the appointment of the employee whose level has been adjusted and promoted.

In this regard, the process for considering the qualifications of employees, assessment of their suitability, and request for promotion approval must be free from any demands of benefits or compensation, in any form from the nominated employee, or persons related to the employee.

#### 4.3 Transfers

Employee transfers are an important tool for managing progress. The GROUP will consider suitability based on the qualifications of employees, knowledge, and abilities so that employees have the

opportunity to learn and develop themselves to have a wide range of experiences and expertise. The assessment will be considered collaboratively between the employee's original unit supervisor with that of their new unit, as well as the employee themselves. The senior management of the concerned department will consider the qualifications, abilities, and appropriateness, and give his/her approval according to the Authority Manual.

In this regard, the process for considering the suitability of employee transfers and requesting approvals must be free from any demands of benefits or compensation, in any form from the nominated employee, or persons related to the employee.

#### 4.4. Development and Training

In order to ensure that the employee development process and training are transparent and free from corruption, the Human Resources Department has established the following procedures:

- 4.4.1. In the selection of speakers, the Human Resources Department will work together with the related unit that wishes to organize the training, by comparing the qualifications of speakers in different fields according to the stated criteria that are appropriate for the training courses.
- 4.4.2. In the selection of service providers for training venues, accommodations, meals, documents, and other related materials, the Human Resources Department will make a purchase request and send it to the Purchasing and Administrative Department to proceed according to the procurement process. Prices and offerings by service providers will be compared and controlled to be within the approved budget and in accordance with the specified standard cost criteria.
- 4.4.3. Disbursement of budgets and expenses must be approved by an authorized person according to the operating Authority Manual. Proof of legal payments (in accordance with the Revenue Code) must also be provided and recorded accordingly.
- 4.4.4. Educating and cultivating awareness, as well as disseminating information regarding corporate practices on anti-corruption policies and guidelines, to employees is encouraged on an annual basis. Tests to evaluate their understanding should also be conducted to raise awareness and realize the importance of anti-corruption practices to be able to conduct oneself correctly according to the established guidelines.

In this regard, the process of developing and training employees, as well as seeking approval for expenses, must be free from any demands of benefits or compensation, in any form from the related service providers and stakeholders.

#### 4.5 Performance Appraisal and Remunerations

The Human Resource Department is responsible for consolidating the employees' performance appraisal results conducted by their related units and determining the remuneration rate. The criteria for increasing annual remuneration and bonuses is submitted to the Chief Executive Officer and is in accordance with the policy approved by the Executive Committee and the Board of Directors.

In this regard, the performance appraisal process and consideration of employees' remuneration, including the submission for approval process must be free from any demands of benefits or compensation, in any form from all relevant employees.

#### 4.6 Disciplinary Action

The GROUP of Companies has set up guidelines for disciplinary actions in the event that employees are found to be in breach of discipline, including providing employees with the opportunities to file complaints and appeal penalties, according to the work regulations, whereby those who are responsible for the fact-finding process and imposing disciplinary actions must strictly comply with the related regulations.

Disciplinary proceedings must be free from any demands of benefits or compensation, in any form from all relevant employees.

#### 4.7 HR Purchasing and Outsourcing, and Reimbursements for Expenses

- 4.7.1. Purchase of assets, materials, equipment, and various services relating to human resource management and development, such as hiring consultants, outsourced service providers, and

various other welfare matters, must be in accordance with the GROUP of Companies' procurement process and conducted in a fair and transparent manner.

- 4.7.2. Reimbursements for expenses must be approved by an authorized person in accordance with the GROUP of Companies' operating Authority Manual, and be supported by the relevant evidence of legitimate payments (in accordance with the Revenue Code) and recorded accordingly.

In this regard, the procurement and outsourcing of work related to human resource management and development and the reimbursement of expenses must be free from any demands of benefits or compensation, in any form from vendors or service providers in order to obtain sub-standard assets, materials, or equipment, that are not consistent with the purchase order, or to receive services that are of poor quality or that are not in accordance with the agreement.

Should any Company executive or employees encounter any fraudulent act or corrupt practices, it is required that they notify their respective supervisor or person in charge and provide full cooperation in the investigation process by strictly following the procedures as set forth in the Anti-Corruption Measures of the Group.

## **5. Exceptions**

- None –

## **6. Penalties**

Refer to the Company's Work Regulations.

To be effective from July 17, 2023 onwards.  
Announced on July 10, 2023

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