



Anti-Bribery and Corruption Policy

Humanica Public Company Limited

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Attachment 1: Supporting Documents for Approving Expenses Gifts, Hospitality, Donations,
Sponsorships, and Political Contributions

Anti-Bribery and Corruption Policy

1. Purpose

The Board of Directors ("the Board") of Humanica Public Company Limited ("the Company") is committed to conducting its business with the highest standards of ethics and integrity, recognizing these as essential to its reputation and long-term success. Accordingly, the Anti-Bribery and Corruption Policy ("this Policy") has been established to prevent, detect, and respond to bribery and corruption in all business activities.

2. Policy statement

- 2.1. The Policy complies with the *Act Supplementing the Constitution Relating to the Prevention and Suppression of Corruption, B.E. 2561 (as amended from time to time)*, and other related regulations.
- 2.2. The Board has zero tolerance for bribery and corruption. Engagement in any unlawful or unethical activities, whether direct or indirect, active or passive, is strictly prohibited.
- 2.3. All directors and employees of the Company must strictly refrain from engaging in any form of corruption, including giving or receiving bribes. Any director or employee who violates this Policy shall be subject to disciplinary action, up to and including termination of employment.
- 2.4. The Board strictly prohibits retaliation against any employee who refuses to participate in bribery and corruption, even if such refusal results in a loss of business opportunities, or who reports concerns in good faith. No employee shall face dismissal, penalty, or discrimination for acting with integrity.

3. Scope

- 3.1. All directors and employees of the Company, subsidiaries, and affiliates are required to strictly comply with this Policy.
- 3.2. This Policy also extends to third parties who act on behalf of the Company.

4. Definitions

- 4.1. **"Bribery"** means offering, promising, giving, accepting, or soliciting anything of value, either direct or indirectly, to improperly influence the actions of another party.
- 4.2. **"Corruption"** means abuse of entrusted power for private gain, including bribery, fraud, extortion, collusion, and other unethical and unlawful conduct.
- 4.3. **"Gifts and Hospitality"** means items of value, entertainment, meals, travel, or other courtesies given or received in the course of business.
- 4.4. **"Sponsorship"** means the provision of any items of value or benefits, in any form, for business purposes or for public relations activities aimed at promoting the Company's business or enhancing the Company's image and reputation.
- 4.5. **"Facilitation payments"** means small payments made to public officials to secure or expedite actions which they are already required to perform.
- 4.6. **"Public officials"** means any officer or employee of a government, agency, or public body; political candidates; officials of public international organizations, or as define in Section 4 of the *Act Supplementing the Constitution Relating to the Prevention and Suppression of Corruption, B.E. 2561*
- 4.7. **"Third parties"** means agents, advisors, consultants, joint venture partners or other intermediaries, whether individuals or entities, who deal with public officials on behalf of the Company.

5. Roles and Responsibilities

- 5.1. The Board is committed to conducting business with the highest standards of integrity and transparency. The Board sets the “tone from the top” by endorsing this Policy, allocating adequate resources for its effective implementation, and ensuring a culture of zero tolerance toward bribery and corruption.
- 5.2. The Board assigns oversight of this Policy to the Audit Committee, which shall monitor compliance, and ensure necessary internal controls are in place to prevent violation of this Policy.
- 5.3. Senior management and managers at all levels are responsible for leading by example, implementing this Policy in daily operations, and ensuring that employees and third parties under their supervision understand and comply with it.
- 5.4. Ethics Committee shall provide related training and advice to promote employees’ understanding of this Policy, and also responsible for monitoring adherence and reporting the results to the Group CEO, the Audit Committee, and the Board.
- 5.5. All employees, at every level, have the duty and responsibility to strictly comply with this Policy.

6. Procedures for specified activities

The following activities contain potential bribery and corruption risks and must be approved by the designated authority before implementation. Such transactions shall be accurately recorded, monitored and reported to the Audit Committee periodically. Employees must exercise caution and strictly comply with the Company’s procedures.

6.1. Gifts and Hospitality

- 6.1.1. The Company maintains a strict policy of neither accepting nor offering any gifts or hospitality.
- 6.1.2. If it is deemed inappropriate to decline a gift or hospitality offer, the following conditions must be satisfied:
 - a. it is not made to improperly influence decisions or gain unfair advantage;
 - b. it is legal under applicable laws;
 - c. it is given in the Company’s name, not the employee’s name;
 - d. it does not include cash or equivalents; or
 - e. it is given openly, not secretly;
 - f. it is appropriate in the circumstances, taking into account the reason, the monetary value and the timing.

Any receipt of gift or hospitality must be declared to the supervisor, recorded in the Company’s gift/hospitality register, and submitted to the Human Resources Department. These gifts will either be included in raffles for the employees or donated to charity.

- 6.1.3. All gifts, hospitality, meals, entertainment or similar activities provided by the Company must be properly documented, including details of the recipient(s), purpose, value, and any supporting information, and approved by the authorized persons in accordance with the Company’s Approval Authority.

6.2. Charitable donations and Sponsorships

- 6.2.1. Donations shall only be made to recognized organizations with verifiable charitable objectives, and not to public officials or any person in a position to influence a business transaction with the Company, unless legally permitted and approved in advance.
- 6.2.2. Sponsorships must serve a legitimate business purpose.
- 6.2.3. Employees must ensure that charitable donations and sponsorships are not used as means to conceal bribery. All charitable donations and sponsorships must be transparent, legal, and not intended to improperly influence business decisions or secure an undue advantage.
- 6.2.4. All charitable donations and sponsorships must be properly documented, including details of the recipient(s), purpose, and any supporting information, and approved by the authorized persons in accordance with the Company's Approval Authority.

6.3. Political contributions

- 6.3.1. The Company maintains a neutral political stance and prohibits political contributions, whether in cash, in-kind, or through services, to political parties, candidates, or political organizations.

6.4. Facilitation payments

- 6.4.1. The Company prohibits facilitation payments. Employees must not offer or accept such payments in the course of normal business operations.
- 6.4.2. In exceptional circumstances, facilitation payments may only be made where refusal would create an imminent risk to life, limb, or liberty. Such emergency payment must be reported immediately to Ethics Committee and properly recorded.

6.5. Employment of public officials

- 6.5.1. The Company has a policy not to employ any government official who is still holding office to serve as an employee or an executive of the Company.
- 6.5.2. An incumbent public official may be engaged as a director, advisor, consultant or in another position with similar responsibilities, to perform duties for the Company at certain times only when all of the following conditions are met:
 - a) the engagement does not violate any laws or regulations;
 - b) the engagement does not create any conflicts of interest between personal, collective; state, and the Company interests
 - c) the engagement is beneficial to the Company;
 - d) the scope of work is clearly defined; and
 - e) the engagement does not impair the performance of the official's state duties.
- 6.5.3. A former public official may be engaged after a cooling-off period of 2 years, or provided that such engagement is not prohibited by laws or regulations of his/her former agency or any other related regulatory authorities.
- 6.5.4. The Company shall conduct background checks to ensure that no conflicts of interest exist, and to verify that engagements are not made in exchange for any benefit or undue advantage to the Company.
- 6.5.5. Information regarding the current and past positions held by any public officials engaged by the Company shall be disclosed.

6.6. Acting through third parties

- 6.6.1. The Company prohibits the use of intermediaries to engage in bribery or corruption on its behalf, particularly in dealings with public officials.
- 6.6.2. All third parties must undergo due diligence to assess their integrity, reputation, compliance with anti-bribery and corruption laws, and any potential risks. This process shall be repeated at each contract renewal or at least once every 3 years.
- 6.6.3. Agreements with third parties must be in writing and include:
 - a) An obligation to comply with anti-bribery and corruption laws and this Policy.
 - b) A declaration that the third party will not engage in bribery or corruption and has never been blacklisted for such activities.
 - c) Fair and justifiable compensation terms for legitimate services. Payment to third parties must not be made in cash.
 - d) The Company's right to audit relevant records.
 - e) A termination clause for any breach of these commitments.
- 6.6.4. The Company shall provide guidance and, when necessary, training to third parties on anti-bribery and corruption measures.
- 6.6.5. The Company shall monitor and periodically review third parties' performance to ensure compliance.

6.7. Suppliers and contractors

- 6.7.1. The Company shall conduct procurement of goods and services in a fair, transparent, and responsible manner, ensuring due diligence when evaluating suppliers and contractors.
- 6.7.2. This Policy shall be communicated to all suppliers and contractors, and the Company reserves the right to terminate any contract in the event of a breach of anti-bribery or corruption laws or this Policy.

7. Controls

- 7.1.** The Company shall maintain effective and adequate internal controls, including company-wide and activity-specific procedures and appropriate checks and balances, to prevent error, bribery and corruption.
- 7.2.** The Company shall maintain complete and accurate books, records, and accounts that reflect all transactions in reasonable detail, in compliance with applicable laws and accounting standards.

Off-the-books accounts and false, misleading, or inaccurate entries are strictly prohibited.
- 7.3.** The retention and archiving of the Company's records shall comply with applicable laws and regulations and must be readily available for review by the Company's internal and external auditors.

8. Awareness and Training

- 8.1.** This Policy shall be communicated to directors and employees upon hire and regularly thereafter. Ethics Committee shall provide related training and advice to promote employees' understanding of this Policy.
- 8.2.** Subsidiaries, affiliates, third parties, suppliers and contractors shall be informed of this Policy and the Company's zero-tolerance approach to bribery and corruption at the outset of every business relationship and subsequently, as appropriate. The Company shall provide guidance on anti-bribery and corruption measures.

9. Policy Violation and Disciplinary Action

Any violation of this Policy, whether by directors, employees, business associates, or suppliers could result in serious consequences, including but not limited to suspension, demotion, dismissal, termination of employment or contract by the Company. In addition, this may be subject to civil or criminal penalties under applicable laws.

10. Monitoring and Review

- 10.1.** Ethics Committee is responsible for monitoring adherence and reporting the results to the Group CEO, the Audit Committee, and the Board on a regular basis.
- 10.2.** The Board shall review this Policy on an annual basis and make any amendments as necessary.

This Policy becomes effective on November 14, 2025.



(Mr. Anotai Adulbhan)

Chairman of the Board of Directors
Humanica Public Company Limited

Revision History

[illegible]

Supporting Documents for Approving Expenses
Gifts, Hospitality, Donations, Sponsorships, and Political Contributions

1. Requestor's Information	Name: _____ Position: _____
	Company: _____

2. Transaction Type & Objectives	☐ Gift	☐ Hospitality
	☐ Donation	☐ Sponsorships
	☐ Other (please specify) _____	

2. Recipient Information

Organization: _____ Delivery date: _____

Relationship with the Company: ☐ Client ☐ Supplier/Contractor
☐ Business partner ☐ Other (please specify) _____

No.	Name-Surname	Position

I, hereby, confirm that I have reviewed the aforementioned transaction and found no indication that it constitutes a channel for concealing bribery or corruption. The transaction has been conducted transparently, in compliance with related policy and applicable laws, and without any intent to improperly influence business decisions or to seek undue advantage.

Requestor's signature:	Approver's signature:	Disburser's signature:

Name: _____ Name: _____ Name: _____

Date: _____ Date: _____ Date: _____

