



Anti-Corruption Policy

Don Muang Tollway Public Company Limited

Reviewed and Revised for the Year 2023

Anti-Corruption Policy

Don Muang Tollway Public Company Limited (hereinafter referred to as the “**Company**”) and its subsidiaries place great importance on combating corruption. The Company continuously supports and encourages all personnel to uphold integrity and take a firm stance against all forms of corruption. The Board of Directors has established the Anti-Corruption Policy to be implemented alongside the Corporate Governance Policy of Don Muang Tollway Public Company Limited. This is to reinforce the Company’s commitment to integrity and good governance. Furthermore, the Company has announced and implemented guidelines and measures in accordance with this policy, integrating them as a part of the Company’s Corporate Governance Policy. All employees and subsidiaries must acknowledge, understand, and strictly adhere to these practices and principles as outlined below.

1. Principles of the Anti-Corruption Policy

Directors, executives, and employees of the Company, including those of its subsidiaries or entities acting on its behalf, are strictly prohibited from engaging in, accepting, or supporting any form of corruption, whether directly or indirectly. This applies across all business activities and all relevant departments, both domestically and internationally. The Company shall also conduct periodic reviews of compliance with the Anti-Corruption Policy annually.

2. Definitions

"Subsidiary" refers to a company that meets any of the following criteria:

(A) A company in which the Company directly holds more than 50% of the total voting shares.

(B) A company in which another company, which is itself a subsidiary under (A), holds more than 50% of the total voting shares.

(C) A company in which the Company or a subsidiary under (A) or (B), either directly or indirectly, jointly holds more than 50% of the total voting shares.

(D) A company in which the Company or a subsidiary under (A), (B), or (C) exercises control in determining financial policies and operational decisions for the purpose of deriving benefits from such activities.

“Corrupt” refers to the misuse of one's position to seek personal benefits, or benefits for others, arising from the performance of duties within the Company or its subsidiaries. Such actions may result in

undue advantages that violate laws, regulations, internal work rules, principles of honesty, and/or the Company's business ethics or policies. This applies even if the act is done without the intention to cause harm, or if no actual damage occurs it may still be considered a corrupt act.

“Corruption” means the act of making decisions, requesting, receiving, offering, or giving assets or any other benefits to government officials, state officers, or other individuals who conduct business with the Company or its subsidiaries. It also includes the abuse of one's position or the use of confidential information obtained through work for personal gain or the benefit of others, including relatives or associates, resulting in the transfer of assets or advantage in ways that are improper or ethically unacceptable in business. These acts may be direct or indirect and may occur at any stage of activity. Even if such actions are legal in some countries or considered customary practice, they will still be deemed acts of corruption if they conflict with principles of good governance and ethical conduct.

“Giving of Property or Other Benefits” refers to the provision of money, assets, gifts, or other forms of benefit for purposes such as expressing gratitude, providing rewards, or fostering good relationships.

“Bribery” means offering, giving or receiving property, gifts, or any form of benefit with the intent to induce or persuade a person to act or refrain from acting in a dishonest manner, in violation of laws, rules, codes of conduct or contrary to the rules, codes, or ethics of the Company or its subsidiaries.

“Giving or Receiving of Gifts, Entertainment, and Hospitality” refers to the act of providing or accepting gifts, entertainment, or hospitality, which may include incidental expenses such as travel, accommodation, meals, beverages, and other related benefits. These may take the form of cash, goods, services, vouchers, or similar. While such actions are generally intended to foster relationships or support business or social interaction, if the value is excessive or the context inappropriate particularly if intended to influence decision making, they may be considered bribery.

“Giving and Receiving Sponsorships” refers to the provision or acceptance of financial or material support, or any item of value from clients, partners, or stakeholders for legitimate business purposes. This includes support for events, product promotion, or brand visibility that enhance business reputation, credibility, or professional relationships.

“Giving or Receiving Donations” refers to the provision or acceptance of money, goods, or other benefits as charitable contributions to individuals, charities, foundations, or other organizations whether governmental or non-governmental without any expectation of return.

“Political Contributions” refers to financial support, assets, or participation in activities intended to support political parties, candidates, or politicians. Employees of the Company or its subsidiaries must refrain from making such contributions on behalf of the Company. Personal support is permitted where allowed by law; however, no actions shall be taken that compromise the Company’s political neutrality or cause reputational or legal harm.

“Conflict of Interest” refers to any situation where personal interest or relationships could improperly influence a person's professional judgment or actions, resulting in decisions that may not align with the best interests of the Company.

“Facilitation Payment” refers to a small unofficial payment made to government official or representative of an organization merely to facilitate or expedite routine government procedures, without influencing the outcome. Such payments are prohibited.

“Government Official” refers to any individual holding political office, civil servants, or local government officials, whether salaried or not, including those working in state enterprises or government agencies. This definition includes individuals exercising authority or duties on behalf of the government, including those who manage or make decisions about operations, procurement, customer service, regulation, or any other authority in public office, whether permanent or temporary, appointed or elected, and whether they are located in Thailand or abroad.

3. Roles and Responsibilities

3.1 The Board of Directors is responsible for defining the anti-corruption policy and ensuring oversight of an effective system that supports anti-corruption efforts. This is to assure that management is committed and gives importance to anti-corruption practices, embedding them as part of the organizational culture.

3.2 The Audit Committee is responsible for reviewing financial reporting systems, internal control systems, and internal audit processes, as well as overseeing risk management. This is to ensure that operations comply with standards, are appropriate, transparent, and effective.

3.3 The Management Team and department heads are responsible for establishing and communicating anti-corruption policies and support systems to employees and related parties. They must promote understanding and compliance even in changing circumstances, business practices, and regulatory environments.

3.4 The Internal Auditor is responsible for auditing and reviewing operations to ensure compliance with policies, procedures, directives, regulations, and applicable laws of supervisory bodies. This is to ensure that the internal control system is appropriate, sufficient, and effective in mitigating corruption risks. The review should follow professional standards and audit guidelines set by the Audit Committee or evaluations from external auditors. The Internal Auditor is also responsible for assessing implementation based on the "Anti-Corruption Self-Assessment Tool" as part of the Thai Private Sector Collective Action Against Corruption (CAC) and reporting to the Audit Committee.

3.5 Executives and employees must comply with the responsibilities and practices set forth in this policy. If any behavior or action violates this policy, it must be reported directly to supervisors or designated reporting channels, as provided in the policy.

4. Guidelines for Implementing the Anti-Corruption Policy

4.1 Executives and employees are responsible for adhering to the Anti-Corruption Policy. The Board of Directors must ensure that management communicates anti-corruption measures clearly and effectively to ensure proper implementation.

4.2 The Company shall communicate the Anti-Corruption Policy, including reporting and complaint channels, through various methods such as employee orientation programs, seminars, or training sessions. This includes disseminating information via intranet or website to raise awareness among directors, executives, and employees and to ensure genuine implementation.

4.3 The Company shall also communicate the Anti-Corruption Policy to external parties, including subsidiaries, joint ventures, business representatives, business partners, and stakeholders. This may be done

through various communication channels such as the website, Form 56-1 One Report, annual reports, business partner handbooks, and public relations materials to ensure understanding and sincere compliance.

4.4 Executives and employees who fail to comply with this policy will be subject to disciplinary action. Any employee found guilty of violating this policy, whether through unlawful, unethical, or improper conduct, will face consequences as stipulated in the company's rules and regulations. In serious cases, legal action may also be taken, and related departments must report such violations.

4.5 The Company shall establish clear procedures or guidelines for expense disbursements, specifying authorized approvers, purpose, documents, and evidence required for each transaction to ensure no corrupt practices occur. The process must include transparent auditing mechanisms for relevant departments.

4.6 The Company shall implement personnel management procedures that reflect its commitment to anti-corruption. This includes selection, training, performance evaluation, succession planning, and promotion to ensure personnel alignment with the Company's anti-corruption values.

4.7 The Company shall implement risk management measures to prevent and address corruption and fraudulent behavior. This includes maintaining an internal control system aligned with corporate policy objectives, such as controls on financial transactions, information access, and reporting systems in accordance with the Anti-Corruption Policy.

4.8 The Company shall ensure that the Anti-Corruption Policy and its implementation procedures are properly documented and reviewed at least once a year. Each review must consider consistency with the changes in the business, applicable laws, and other relevant regulatory requirements to maintain alignment and ongoing effectiveness.

5. Other Policies Supporting Anti-Corruption Measures

5.1 Political Contributions; The Company and its subsidiaries adhere to a policy of political neutrality. They shall not engage in political activities or support any political party, or provide financial or other forms of assistance, whether directly or indirectly, to political parties or politicians. Contributions must not be used to gain business advantages disguised as political support.

5.2 Charitable Donations; The Company and its subsidiaries recognize that charitable donations, while intended to serve public interest, may pose compliance risks if misused as a mean for corruption or improper influence. To mitigate these risks and uphold the highest standards of transparency and accountability, the Company has established the following principles and controls governing all charitable donations:

(1) Donations must be made solely for a legitimate charitable purpose that serve the public interest and contribute to real social development efforts, such as improving community well-being , advancing education, or supporting the local economy. All donations must be transparent, verifiable, and accompanied by appropriate documentation in compliance with the Company's internal policies and regulatory obligations.

(2) Donations must not be made in exchange for any form of undue benefit, favor, or advantage. This includes direct or indirect returns such as public recognition, promotional opportunities, or preferential treatment. Any visibility received—such as the use of the Company's name or logo, acknowledgments at events, or media appearances—must be proportionate, ethically appropriate, and compliant with applicable laws and industry norms.

The Company and its subsidiaries must also be cautious with any donations that result from requests, recommendations, or suggestions from government officials or business stakeholders. This is because such donations may be seen as disguised payments that could influence government decisions, procurement contracts, or provide benefits to the donor in return for business advantages.

5.3 Sponsorships; Sponsorships provide for business development, brand promotion, or corporate image enhancement may carry risks if funds are misused to influence business decisions or outcomes. Therefore, the Company has established clear principles, approval procedures and audit mechanisms to ensure that sponsorships are transparent, aligned with legitimate business objectives, and free from conflicts of interest.

5.4 Hospitality, Gifts, Entertainment, and Other Expenses; The Company prohibits directors, executives, and employees from soliciting or accepting gifts, entertainment, or any other expenses beyond reasonable and appropriate limits from government officials, business partners or third parties. Any giving or receiving of such items must be justified with clear purpose, reasonable value, and documented evidence

in accordance with the Company's policies and guidelines. If the expense exceeds the Company's set standard or is considered extravagant or potentially inappropriate, employees must report the matter to their supervisor and the compliance officer for review. The Company and its affiliates must ensure such actions do not affect ethical conduct, fairness, or business decision-making.

The Company and its subsidiaries or joint ventures (if any), adheres to ethical business practices based on the principles of good governance and has no policy to promote or support participation in unethical activities. Executives and employees must not commit or support any form of corruption or bribery that may arise in the course of their duties or interactions with third parties. The Company has established this Anti-Corruption Policy as a guideline for its executives and employees to act with integrity. This includes establishing a whistleblower mechanism and risk management systems, as well as internal controls and continuous audits to prevent and suppress corruption within the organization.

5.5 Conflict of Interest; The Company strictly prohibits directors, executives, and related persons from exploiting their positions for personal gain or influencing the Company's or its subsidiaries' interests inappropriately. Accordingly, the Company establishes the following practices to govern conflicts of interest involving directors, executives, and related individuals:

(1) Avoid engaging in any activities or transactions that could result in a conflict of interest.

(2) In cases where transaction is necessary and beneficial to the Company, such transactions must be conducted as if made with external parties. Those involved including directors, executives, or related persons must not participate in the decision-making process regarding such transactions.

(3) Any transactions involving potential conflicts of interest, such as related party or contracts under negotiation, must be disclosed to the Board of Director or an authorized committee. Approval must follow Company policies and comply with relevant laws and regulations on related party transactions.

5.6 Facilitation Payments

"Facilitation Payments" refer to small, unofficial payments made to government officials or officials of a public agency for routine administrative tasks that are not part of formal procedures. These payments are made merely to ensure or expedite the processing of certain tasks. Such payments do not require the discretion of the government official and are not considered bribes. They typically relate to duties

that government officials or public agency officers are already obligated to perform by law. Examples include permit issuance, obtaining certifications, or receiving basic public services. The Company strictly prohibits any form of facilitation payments, whether directly or indirectly, to government officials or officers of public organizations. No one is permitted to make or accept such payments in exchange for business convenience.

5.7 Employment of Government Officials and Former Government Officials

“Employment of Government Officials” refers to the hiring of individuals who currently are or were formerly public officials, government officers, politicians, or advisors to government agencies, to work with the Company or its affiliates. This includes those with influence or access to privileged information that may cause conflicts of interest or unfair advantage in business operations. Such employment may result in the Company receiving business benefits that could be considered unethical or as favoritism.

The Company has established strict procedures for the appointment, recruitment, and hiring of individuals for key positions or roles involving decision-making authority. This is to ensure transparency and prevent conflicts of interest arising from the employment of government officials or former officials for purposes of obtaining business advantages, undue influence, or credibility that could compromise anti-corruption efforts.

- The Company will not appoint or hire current government officials/government employees holding office in government agencies as employees or executives of the Company.
- The Company has a process for conducting background checks (Due Diligence) on individuals being considered for positions such as advisors, executives, or employees. The review specifically examines any potential conflict of interest or benefit that may arise from such an appointment.
- The appointment or hiring of individuals who previously held government positions as directors, advisors, executives, or employees of the Company must not violate any laws or regulations, nor any prohibitions set by relevant government agencies or governing bodies.
- In the case of appointing former government officials who held high-ranking positions or political positions, the Company must comply with legal restrictions imposed by regulatory authorities, which generally require a 2-year cooling-off period from the date of resignation.

- The hiring of former government officials for executive-level positions must be justified with a clear business need, and approved in accordance with the Company's internal regulations.
- If the individual being hired is to be appointed as a board member or in an equivalent executive position, and was previously a government official, the justification must be thoroughly evaluated by the Nomination and Remuneration Committee. The appointment must be proposed for approval to the Board of Directors or shareholders, as applicable.
- The Company will maintain transparency by disclosing such appointments of former government officials or politicians as board members or executives in the Company's annual report (Form 56-1 One Report) to demonstrate openness.

5.8 Procurement

(1) The Company has established procurement regulations to serve as guidelines and standards for transparent procurement processes, including competitive bidding, in order to prevent corruption.

(2) The Company has standard contract templates for procurement, which specify that the contract party shall not offer, give, or promise to give any property, benefits, or monetary compensation to directors, employees, customers, agents, or consultants of the Company.

(3) The Company requires that every contract includes an anti-corruption clause, and that all contracting parties acknowledge and agree to comply with the Company's Anti-Corruption Policy. Guidelines for conducting business based on the Company's good corporate governance practices aim to promote and support anti-corruption efforts in accordance with the Company's policy.

5.9 Risk Assessment

(1) The Company's Board of Directors has established a risk management system that covers all aspects and factors related to corruption. This includes evaluating risk likelihood and impact, implementing preventative controls, and assigning responsibility for monitoring and reporting. A Risk Management Committee and various working groups are appointed to propose work plans and operational results to the Board of Directors regularly. Risk assessments are reviewed for efficiency at least once a year or whenever significant risk changes are identified.

(2) The Company also conducts corruption risk assessments suitable to its business operations on a regular basis. These assessments identify corruption-prone activities arising from business processes, evaluate the level of risk, and implement appropriate preventive measures. The results are used to update action plans and monitor changes continuously.

5.10 Internal Control

(1) The Company's Board of Directors has established an internal control system covering finance, operations, and legal compliance. The system ensures effectiveness and adequacy to prevent and detect fraud, safeguard assets, and protect shareholders' investments. It also provides for clear delegation of authority, duties, and responsibilities of executives and employees, as well as audit trails and reporting systems that support operational transparency and accountability.

(2) The Company has implemented internal control procedures and risk management covering activities undertaken on behalf of the Company or its subsidiaries. This includes donations, financial support, gift giving and receiving, entertainment, political contributions, and other relevant activities to prevent corruption and ensure traceability and monitoring. the risks of corruption and illicit payments, including recommendations for appropriate corrective actions.

5.11 Accounting Audits and Data Retention

(1) The Company has procedures for reviewing accounting transactions and ensuring appropriate approvals before entering them into the system. Audits must comply with company policies, laws, and related regulations, as well as contractual obligations. This ensures alignment with accounting standards and appropriate accounting practices.

(2) Operating and investment expenditures must be properly documented, accurate, complete, and approved at the authorized financial level as specified in the Company's expense policy.

(3) Financial reports must be accurate, truthful, and reliable. Significant data must be disclosed, and necessary supporting documents must be fully maintained. This includes transparency between parties and readiness for potential audits.

(4) The Company has internal controls to securely and sufficiently retain accounting documents. These controls support audit processes and ensure safe digital or physical storage of financial information.

5.12 Personnel Management, Training, Communication, and Monitoring The Company places strong emphasis on integrating anti-corruption principles into all aspects of human resource management, including recruitment, training, performance evaluation, promotion, and assignment of duties or responsibilities. These processes are implemented consistently across departments and employees. The Company also integrates anti-corruption measures into these activities with strict adherence.

(1) The Company supports and encourages all employees and personnel to participate in anti-corruption activities organized by anti-corruption bodies or government agencies. This includes promoting and supporting relevant training by allowing staff to attend educational programs or visit agencies that supervise anti-corruption efforts.

(2) The Company communicates its Anti-Corruption Policy, including reporting and whistleblowing procedures, through various channels such as new employee orientation, seminars, and continuous training programs. This also includes online communication (e.g., website, intranet) to ensure directors, executives, and staff understand and apply the policy in practice.

(3) The Company also communicates the Anti-Corruption Policy and whistleblowing procedures to external stakeholders, including subsidiaries, affiliates, business partners, and related third parties. This is done through various platforms such as brochures, websites, Form 56-1 One Report, or public relations materials to ensure transparency and sincere implementation of anti-corruption measures.

6. Whistleblowing and Complaint Reporting (Whistle Blowing Policy)

The Company promotes integrity and protects employees who report or expose corrupt acts, as well as those who report misconduct related to corruption within the organization. This is done through protective measures for whistleblowers or those who cooperate in investigations, as outlined in the Company's Whistle Blowing Procedure.

The Company, including its subsidiaries and/or joint ventures, adheres to ethical business practices based on principles of good governance and social responsibility. It upholds the rights of all stakeholders and provides accessible channels for whistleblowing through its Whistle Blowing Policy. This enables directors, employees, and affected third parties to file complaints when they witness non-compliance with the law, regulations, policies, ethical conduct, or the Anti-Corruption Policy. This includes corrupt acts,

unethical behavior, violations of work rules, or any actions that could damage the Company. The process ensures that reports are addressed fairly, transparently, and with protection for all involved parties.

For whistleblower protection, the Company has procedures to maintain confidentiality and securely retain all data, documents, and evidence received from whistleblowers. Information received will be treated as confidential and disclosed only to the extent necessary to ensure the safety of the whistleblower and prevent any harm or retaliation. Those involved in verifying the claims or assisting in the investigation will also be protected. Whistleblowers and cooperating parties will be treated with fairness, regardless of whether they are Company employees or external individuals. Only authorized personnel will have access to information regarding the whistleblower's identity, and such identity will not be revealed unless legally required. If the report is found to be valid, the Company will provide appropriate remedies and take preventive actions to mitigate damage and prevent recurrence. However, if the information is found to be false and intended to damage the Company or others, the Company reserves the right to take disciplinary action, including possible termination or legal action depending on the severity and impact.

6.1 Whistleblowing and Complaint Channels

The Company has established “whistleblowing or complaint channels” for all stakeholders who have been adversely affected to contact and file a complaint. The matter will be reviewed by the responsible committee to ensure transparency, accountability, and resolution according to law, regulations, and corporate governance practices. Findings will be reported to the Risk Management Committee, the Audit Committee, or the Company's Board of Directors or their designees for appropriate action. This ensures compliance with the Company's “Whistle Blowing Procedure.”

Affected parties may report through the following channels:

- Company Website: www.tollway.co.th/en
- Subject line: Whistleblowing or Misconduct Complaint Channel
- Audit Committee Email: somnuk.ch@tollway.co.th
- Company Secretary Email: companysecretary@tollway.co.th
- Postal Mail: Audit Committee or Company Secretary Don Muang Tollway Public Company Limited 40/40 Vibhavadi Rangsit Road, Sanambin Subdistrict, Don Mueang District, Bangkok 10210, Thailand or submit a written complaint via the Company's suggestion boxes located in the reception lobby in the Head Office and at all 9 toll plaza offices.

6.2 Enforcement

To ensure the effective implementation of this Policy and the associated whistleblowing procedures, the Company authorizes the Sustainability Committee, together with the Legal Department, Human Resources, and the Quality Management System, to periodically review, improve, and amend the Whistle Blowing Procedure as necessary. The updated procedure will be submitted to the Audit Committee for approval and enforcement.

7. Penalties

The Company stipulates that any person who commits corruption is in violation of this policy and shall be deemed to have committed a disciplinary offense under the Company's rules. Such persons shall be subject to disciplinary actions as prescribed, and may also face legal penalties if the act violates the law.

8. Review and Revision

The Company will review and revise this Anti-Corruption Policy at least once a year to ensure its relevance, consistency, and appropriateness in response to business, legal, regulatory, and contextual changes.

This policy takes effect from August 10, 2023, onward.

This policy was approved by the Board of Directors of Don Muang Tollway Public Company Limited at Meeting No. 3/2023 on August 10, 2023.