



Anti-Bribery Policy

Legal Affairs

Version: 17 February 2022

1. Why It Matters

Bribery and corruption distort competitive markets, increase the cost of doing business and harm customer trust. Giving or receiving bribes, whatever their size, is never acceptable and we take a zero-tolerance approach to those involved in bribery. Bribery is illegal and is punishable by serious fines and imprisonment. As a business, our reputation is damaged even by allegations of bribery or corrupt practices.

2. Purpose of Policy

The purpose of this policy is to set out our minimum expectations for complying with anti-bribery laws

3. Scope

This policy applies to colleagues employed by companies that are either majority-owned by Ek-Chai Distribution System "the Company" or operated by management of the Company. It applies also to consultants, contractors and agency staff in relation to their work for, or on behalf of, the Company. Companies in which we hold a minority stake are expected to implement anti-bribery rules, practices and procedures that are consistent with this policy.

Failure to comply with this policy may result in disciplinary action being taken against any colleagues concerned or the termination of contracts with contractors and other third parties working for us.

4. What is Bribery?

This policy defines bribery as offering, promising, giving, accepting or requesting anything of value in order to influence the decision-making of another person. Examples of something that is of value include offers of cash or a cash equivalent, services, offers of employment, charitable donations, political contributions, travel and/or entertainment expenses, meals and gifts.

5. Third Parties and Associated Persons

An associated person is a third party that performs services for or on our behalf. The definition of an associated person is intentionally broad and includes joint venture partners, subsidiaries and agents of the Company along with contractors, consultants and suppliers if they perform services for or on our behalf. These could be property developers obtaining permits on our behalf, freight forwarders moving our goods across borders or law firms representing us on transactions. Other associated persons might include those seeking planning consent or obtaining alcohol licences on our behalf, mall management companies who are overseeing our malls, external advisors engaging with foreign governments and agents obtaining clothing supply orders on our behalf.

The Company may be guilty if an associated person commits an act of bribery on our behalf, even if we were not aware that the associated party had paid the bribe. It is therefore important that adequate due diligence is conducted on third parties before they act on behalf of the Company.

6. Bribing a Public Official

The bribing of public officials is an offence in most countries. Colleagues and those acting on our behalf must therefore pay particular attention when dealing with public officials. Any activity that constitutes an attempt to bribe a public official, or which may give that impression, is prohibited.

The definition of a public official is deliberately broad and includes, among others, elected and non-elected officials holding a legislative, administrative, or judicial position. It also includes those performing public functions in national, local or municipal government or for any public agency or public enterprise, and executives or officers exercising public functions in state-owned enterprises. Examples of public officials could be local city planning officers granting permits for building stores, a harbour master at a government run port providing clearances for a shipment of our goods or an employee of a government run business where the government has a large degree of control over the enterprise.

7. Facilitation payments

Facilitation payments are small bribes that are paid to speed up an administrative process, such as the issuing of a permit or licence by a local authority. Such payments are prohibited under this policy, irrespective of where they are given. However, lawful fast-track procedures (such as the express lane at the airport or quick turnaround visa and passport services), are acceptable so long as they are open and available to everyone and are never paid directly to the individual. Such legitimate procedures do not constitute facilitation payments.

8. Gifts and Entertainment

For the most part, the giving and receiving of gifts and entertainment is a normal way of developing and maintaining business relationships with suppliers, contractors and others. Gifts and entertainment should be modest in nature and only ever an infrequent or occasional activity.

Gifts or entertainment that may be construed as bribes or would cause a conflict of interest or damage the reputation of the business are prohibited and must be avoided at all times. The giving of gifts or entertainment to public officials or to their close family members in any country is generally discouraged and gifts are prohibited if they are intended to influence the decisions of a public official or could give that impression. Our Gift & Entertainment policy provides further information and guidance on the giving and receiving of gifts and entertainment as well as the procedures for obtaining approval and process for logging gifts and entertainment.

9. Supplier Funding of Events and Charitable Initiatives

Our Gift & Entertainment policy provides information and guidance on when suppliers are permitted to fund internal events or charity initiatives. Key principles are that the cost of running an event is borne by the Company and we should never put suppliers or other parties under pressure to buy tickets or provide sponsorship for internal events.

10. Political and Charitable Contributions or Donations

Although we work with governments and other parties around the world on issues that promote the well-being of our customers and communities, as a business we have no political affiliations and we do not make political donations. We provide support, both in money and in other forms, to qualified non-profit organisations in order to improve the overall well-being of the communities in which we operate. Charitable contributions or donations must never be provided with the expectation of receiving any improper benefit for the Company. Donations to charities associated with public officials and their families represent a significant risk for bribery and should be carefully considered and recorded according to our Charitable Donations Policy.

11. Raising your concerns

If you suspect that a breach of this policy has occurred or may occur in the future, please speak to your line manager. If that is not possible, speak to SSR, Legal Affairs or Protector Line.

Contact details are:

- Toll free 1800-019099 (Direct Line)
- Line ID: @Protectorline, or
- Email: Protectorline_TH@Lotuss.com

We are committed to ensuring that colleagues who raise concerns are not victimised and do not tolerate retaliation in any form against individuals who raise concerns. If you raise a genuine concern in good faith, you will not face any adverse consequences for speaking up, even if you were mistaken about your concern. If you believe that you are being retaliated against, you should report it immediately.

12. Related Documents

This policy is supported by the following policies:

- Gift & Entertainment Policy
- Conflicts of Interest Policy

- Charitable Donations Policy
- Whistleblowing Policy
- Travel and Expenses Policy

13. Reporting Requirements

The Company is required to implement this policy and to communicate it to colleagues on an annual basis.

14. Who to contact

For further information on the policy, please contact Legal Affairs at business.integrity@lotuss.com

Anti-Bribery RACI – 2022



Activity	Timelines	R (Responsible)	A (Accountable)	C (Consult)	I (Inform)
Maintain an effective anti-bribery programme	On-going	Legal Director	CEO	Compliance, Risk, and Sustainability Committee	
Risk Appetite & Assessment					
Maintain a register of key bribery risks for the business unit	At least annually	Legal Director	Legal Director	-	Compliance, Risk, and Sustainability Committee
Policies					
Maintain an anti-bribery policy that reflects the business unit's risks	On-going	Legal Director	Legal Director	-	Compliance, Risk, and Sustainability Committee
Procedures, Guidance & Standards					
Complete due diligence on new suppliers and refresh due diligence on an appropriate basis	On-going	Relevant Colleagues	Legal Director	-	Relevant colleagues
Ensure that all contracts contain standard anti-bribery wording	On-going	Relevant Colleagues	Legal Director	-	Relevant colleagues
Communications & Training					
Implement risk-based new starter training and ensure that relevant colleagues complete mandatory annual anti-bribery refresher test and / or training	On-going	Legal Director People Director	Legal Director	CPSO	Compliance, Risk, and Sustainability Committee, relevant colleagues
Upskill legal colleagues on bribery risk	As required	Legal Director	Legal Director	-	Compliance, Risk, and Sustainability Committee, relevant colleagues
Investigations & Sanctions					
The business unit has taken appropriate steps to prepare for a regulatory investigation	On-going	Legal Director	Legal Director	Legal team, security and facilities team	Compliance, Risk, and Sustainability Committee, relevant colleagues
Ensure that all bribery allegations have been properly investigated	On-going	Legal Director, SS&R Director (including Ethical Compliance)	Legal Director	-	CEO, relevant colleagues, Compliance, Risk, and Sustainability Committee
Monitoring and Auditing					
Complete self-assessment of the implementation of the programme	At least annually	Legal Director	Legal Director	relevant colleagues	Compliance, Risk, and Sustainability Committee, relevant colleagues,
The programme is reported to Compliance, Risk, and Sustainability Committee					