



Anti-Corruption Policy

Asphere Innovations Public Company Limited (“ the Company”) realized the importance of doing business under governance by adhering to business activities with honesty, integrity, transparency, fairness, responsibility, and be cautious under the laws, regulations, rules, and relevant standards of Thailand. To show the spirit and determination against corruption in all forms, the Company, therefore, signed a declaration of intent joining “**Thai Private Sector Coalition Against Corruption.**”

As a guideline and practice for directors, executives, and employees, the Company has set up a policy defining responsibilities, practices, and rules for appropriate actions. To prevent corruption in all business activities and to prevent the risk of corruption, the Company has provided the “ **Anti-Corruption Policy**” in written form as a clear guideline in business operations and to drive the Company toward corporate goals in a sustainable manner.

Anti-Corruption Policy

“ Directors, executives, employees and subsidiaries are prohibited from accepting any form of corruption, directly or indirectly, whether as a giver or receiver, such as giving or receiving things, money, property, gifts, entertainment, solicitation, donations, and any other benefits to government agencies or person who corporates with the Company including employees, partners, customers, and stakeholders both domestic and international. In addition, the Company shall provide the company operation examination under the Anti-Corruption Policy at least once a year.”



1. Definition

“Corruption” means bribery in any forms by offering, promising, conferring, committing, demanding, or accepting money, properties, or any other benefits, which is unappropriated, to government officers, government sectors, private sectors, or an authorized person, whether directly or indirectly, for such person to act or refrain from performing his/her duty in order to acquire or maintain business, or recommending a business to a particular company or to obtain or maintain any other improper business interests unless permitted by law, regulation, announcement, regulation, customs, local customs, or trade customs.

“Corrupt” means seeking unlawful benefits for oneself or others, such as fraud, deception, embezzlement.

“Bribery” means offering or accepting things, gifts, rewards, or any other benefits to oneself, or from a person who wishes to convince on to act dishonest, illegal, or against the Company ethics.

“Employment of government officer” means hiring a person from the government sector to work with the private sector for the benefits of being an authorized person of the government sector, which may have a conflict of interest affecting the image, credibility, integrity of acting in impartial governance.

“Government officer” means a person who works for a government sector, such as government officers, employees, public organization officers, state enterprise officers, a person holding political positions, including the retired officers, family or relatives of government officers that are beneficial to such activity.

“Giving things or any other benefits” means giving privileges in the form of money, properties, things, or any other benefits as a reward or for a good relationship, commercial



benefits, or enhancing business relationships and the company's image, including its reputation.

“ Gifts ” means any items that have financial value, such as cash equivalents, items that can be exchanged for goods or services, airline tickets, gift voucher, or various discount coupons. This also includes the giving of items as a matter of etiquette practiced in society or under local customs and traditions, such as New Year gifts, birthday gifts, and so on.

“Entertainment and hospitality” means the expenses incurred in the company's activities for legitimate business purposes or to foster good relationships, or as a matter of social etiquette on certain occasions, which are directly related to business operations or are customary practices.

“Charitable donations” means activities involving the expenditure of money without any tangible returns.

“Donations for public benefit” means the expenditure of money for projects or activities that benefit the community, society, or groups of people, where the company may not receive any tangible returns.

“Political assistance” means the provision of money, assets, other benefits, or venues to support political activities for political parties, politicians, or individuals involved in politics in order to support policies.

“Conflict of interest” means situations that may lead to a conflict between personal interests and the public interest, which can result in the individual being unable to exercise impartial judgment in carrying out their duties or actions in a neutral and straightforward manner. It may involve seeking improper legal benefits from their position, potentially using the company's confidential information to benefit themselves, relatives, or associates, and affecting the interests of the company, whether directly or indirectly.



"Facilitation Fees" refers to a small payment made to government officials or private sector employees in an informal manner, intended solely to ensure that these officials carry out procedures or to encourage them to expedite the process.

2. Responsibility

2.1 The Board of Directors is responsible for formulating and supervising the policies to support acts against corruption to ensure that the management is aware of and prioritizes anti-corruption and instilled in Company ethics.

2.2 The Audit Committee is responsible for reviewing financial and accounting reporting systems, internal control systems, internal audit systems, and risk management systems to ensure that those systems are in accordance with international standards, concise, appropriate, up-to-date, and efficient.

2.3 The Managing Director, management team and executives are responsible for establishing a system promoting and supporting the Anti-Corruption Policy to communicate with employees and related parties. Also, The Managing Director, management team, and executives are responsible for reviewing such policy to be in accordance with different situations, including the changes of business conditions, regulation, and matters of law.

2.4 Internal auditors are responsible for auditing and reviewing the working procedure, whether it is in compliance with the policies, guidelines, authority, procedures, and regulation and matters of the law of the company to ensure that the control system is suitable and sufficient for corruption risks which may occur, and reporting to the Audit Committee

2.5 Directors, executives and employees must perform their duties in accordance with the guidelines outlined in this policy. In the event of seeing an action that violates this



policy, it must be reported to a supervisor or through the reporting channels specified in this policy.

Description	Procedure
<p>1. The Board of Directors shows commitment against corruption by assigning the President to sign the declaration of intent against corruption.</p> <p>2. The Board of Directors appoints the Audit Committee to review 71 items of self-assessment.</p> <p>3. The Audit Committee reviewed 71 items of self-assessment and proposed to the Board of Directors for approval in order to submit to the Thai Private Sector Collective Action Coalition Against Corruption for approval.</p> <p>4. Senior executives inform all management team and employees in the organization of policies and guidelines for showing commitment and assessment methods reflecting the work performance.</p> <p>5. The management team determines the monitoring and evaluation of the anti-corruption measures yearly.</p>	<pre> graph TD Start([Start]) --> BOD[The Board of Directors has a resolution to join the declaration of intent against corruption, whereby the chairman signs the declaration of intent.] BOD --> AC[The Audit Committee reviews the self-assessment on anti-corruption policy.] AC --> BOD2[The Audit Committee reviews 71 items of self-assessment and proposed to the BOD for approval in order to submit to the CAC for approval.] BOD2 --> Exec[Senior executives notify all departments in the organization and set up the practices for showing commitment against corruption according to the assessment] Exec --> Yearly[Provide the assessment yearly] Yearly --> End([End]) </pre>



3. Guidelines to Prevent Corruption

- 1) Board of Directors, executives, and employees including subsidiary companies at all levels must comply with the anti-corruption policy and the Company ethics by not being involved in corruption matters, whether directly or indirectly.
- 2) Executives and employees must not neglect or ignore when seeing actions that are considered corruption related to the Company. He/she must notify the supervisor or the person in charge and cooperate in the investigation. If there is any doubts or inquiries, he/she must consult with the supervisor or a person in charge of monitoring the operation in compliance with the Company's ethic through the specified channels.
- 3) There must be no direct or hidden interests, either personal interest, family, or friends with the company, such as providing products and services to the company or competition with the company.
- 4) The Company shall provide fairness and protection to employees who refuse or report corruption related act to the Company by using protection measures for complaints, or those who cooperate in reporting corruption.
- 5) The Company provides an appropriate internal controls on a regular basis to prevent employees from acting inappropriately, especially in sales, marketing, and procurement departments.
- 6) The person who committed corruption is a violation of the Company's ethic which must be considered a disciplinary in accordance with the regulations set by the Company. Moreover, there may be legal penalties if the act is against the law.



- 7) The Company realized the importance of disseminating knowledge and understanding to others including subsidiary companies, joint ventures, business partners, and agents, who have to perform duties related to the Company or may affect the Company in the matters in compliance with the Anti-Corruption Policy.

3.8 The Company committed to creating and maintaining an organization ethics which believes that corruption is an unacceptable action, in any activities with both public and private sector.

4. Other policies that support anti-corruption

4.1 Political contributions The Company operates business with political neutrality, not participate in and be sympathetic to any political party or any person with political power. Company funds or resources are not used in order to support, directly or indirectly, political parties or politicians.

4.2 Charitable donations Such activity is related to spending money without tangible rewards and may be used as an excuse or route for corruption. To prevent charitable donations with a hidden purpose, the Company has established policies and guidelines regarding charitable donations, review process, and control details as follows.

- 1) Upon the donation, there must be actual activities under the charitable project and that it is being done to support the achievement of the project objectives and bring real benefits to society or meet the objectives of the charity in accordance with the social responsibility.
- 2) Upon the donation, it should be proved that such donation is for the charity and has nothing to do with any reciprocal interest or any sectors, except for honorary announcement in accordance with the general business tradition such as the affixing of a badge.



4.3 Sponsorships is one way of business public relations. Unlike charitable donations, it may be made for business purposes, branding, or reputation of the company, which has a risk of corruption, because it is a payment for a service or benefit that is difficult to measure and monitor. The sponsorship may be linked to bribery. Therefore, the Company has established the policies and criteria regarding the financial support for the reviewing process and the details of the control, as follows;

- 1) The sponsorship must be proven that the grantee has actually undertaken the project. Such sponsorship actually supports the achievement of the project objectives and bring real benefits to society or meet the objectives of working with social responsibility.
- 2) The sponsorship must be proven that any contributions or other benefits can be calculated in monetary terms such as accommodation and food and not involved with reciprocal benefits to any person or any organization, except for the honorary announcement in accordance with the general business tradition.
- 3) Being a sponsor, it is requested to provide the requesting memorandum specified the name of the grantee and the purpose of the sponsorship with supporting documents submitted to the company's authorized person for approval in accordance with the company's approval authority level.

4.4 Convenient fee

The Company does not have a policy on any convenient fees to government officers in order to encourage more rapid action.



4.5 Paying and receiving money related to gifts, reception fee and other expenses

The company recognized that creating good relationships with business partners is essential for company's sustainable success. Employees can give or receive gifts and/or reception fee and/or in the form of other expenses to/from any person if all of the following conditions are met:

- 1) Not an intentional act to influence or reward any person to gain any advantage through inappropriate action or as an explicit or covert exchange in order to obtain assistance or benefits.
- 2) Comply with relevant laws
- 3) Given in the name of the company, not on behalf of the employee
- 4) Not in the form of cash or cash equivalents (such as gift cards or vouchers).
- 5) Appropriate according to situations such as Giving a small gift during Songkran, Chinese New Year or New Year day which is a common practice.
- 6) Type and value of gifts are appropriate and given in accordance with the occasion, for example, in the event that the company is in the process of organizing an auction, employees must not accept gifts, or a reception fee from a company participating in that auction
- 7) The gifts should be given without concealment where employees can receive gifts that has a value of not more than 3,000 baht. In the event that you cannot refuse and must accept a gift with a value of more than 3,000 baht, you must inform your supervisor.
- 8) In order to ensure clarity in the operation on the risk of corruption, directors, executives and employees of the Company must perform their duties with caution in the following matters:



The guidelines of Receiving things/Giving things or any other benefits are set as follows.

8.1.1 Receiving things or any other benefits

- 1) Directors, executives and employees are prohibited from accepting, requesting, soliciting gifts, entertainments, services, financial support, any rewards from partners, creditors or stakeholders who corporate with the Company.
- 2) Requests for support in the form of money or things can be done in an organization-to-organization manner which must be approved by the authorized directors only.
- 3) If the gifts or any other benefits are on occasions or festivals that are customary and/or is necessary in order to maintain good relations between individuals or between organizations, the gifts or other benefits must be worth not more than 3,000 and given to the executives from Board of Director or the assigned person. In the case that the gifts or any other benefits worth more than 3,000 and/or are undeniable and necessary to accept, the employees shall receive such gift and delivered it to the Human Resource Department within three working days from the date of receipt in order to proceed according to the Company rules.
- 4) The souvenirs during traditional festivals is an exception. The company allows employees to receive gifts such as calendars, keychains, notebooks, and so on with the logo of such organization indicated by assigning executives from at least department managers level be the representatives for receiving such gift and has the power to consider distributing such gift to employees.



- 5) To prevent conflicts of interest, the company prohibited employees or persons that are not designated by the company receiving gifts or any other benefits.

8.1.2 Giving things or any other benefits

- 1) Giving things in the occasion of festival which is a general custom that do not cause any conflict of interest or traditions that do not violate the law, the employees should obtain the approval from supervisors before taking action, the company will undertake the procurement with a price or value not exceeding 3,000 baht.
- 2) To avoid the action leading to bribery, the company provides surveys and adequacy reviews before taking action to prevent corruption and assign executives from the director level to be the organization's representative in giving things or any other benefits. Unless the executive is on a mission, the manager can be assigned as a representative to deliver things.

4.6 Conflict of interest The company requires directors, executives and employees to avoid actions that may cause conflicts of interest. The important principles are as follows;

- Refrain from doing business that is in competition with the Company or subsidiaries, whether it is done for one's benefit or others which may cause damage to the Company, whether directly or indirectly, or become a partner or shareholders who has decision-making powers or directors or executives of competing company or having the same characteristics as the Company or subsidiaries
- Must report any conflict of interest in business with the Company or subsidiaries such as holding any position of partners who corporate with the Company or



customers of the Company and so on and must report to the Company immediately

- Do not seek benefits for yourself or others by using the company's or subsidiaries' confidential information

4.7 Hiring Government Employees The Company has a policy to employ government officers to hold positions of directors, executives, employees, consultants and expert persons by requiring a selection process, employment approval, compensation and control process to ensure that the employment of government officers is not in return for the acquisition of any other benefits, contributing to the Company, undermining the image of credibility and integrity of the performance, therefore, guidelines are set as follows;

- 1) The selection, approval of employment and compensation in hiring government officers to hold the position as a director must be carefully considered before proposing for approval to the Board of Directors.
- 2) Selection, approval of employment and compensation in hiring government officers to hold the positions of executives, employees, consultants and expert persons must be considered for reasons of necessity from the Managing Director before hiring.
- 3) The Company will not employ government officer, if such officer has previously work in the sector that is beneficial to the Company or in different benefits.
- 4) The procedure for hiring government officers should be determined to the Human Resources Department and should be approved before taking any action.

4.8 The Procurement The Company's procurement must be perform with transparency, honesty and in compliance with the Company's regulations and in accordance with the laws and regulations relating to public and private procurement, including laws prohibiting an attempt of improper activity which against the officers including rules and regulations issued by the Office of the National Anti-Corruption Commission (NACC).



4.9 Risk Assessment

- 1) The Company's executives must understand the risks that may arise from bribery and corruption and must communicate to employees in all levels to understand and cooperate in order to manage such risks effectively
- 2) The Company will conduct a risk assessment in various transactions of the Company that may have procedures or processes that are considered bribery and corruption, such as internal financial/ accounting records/ document retention controls, supervision/ inspection controls, supporting departments control and so on by regularly reviewing the company's risk management policy at least once a year as well as reviewing the existing risk management measures to be suitable to prevent the risks or reduce the risks to an acceptable level.

4.10 Internal audit control

- 1) The Company has established an internal control system to manage corruption which covers both the financial and operational aspects of accounting and recording processes including other processes related to anti-corruption measures.
- 2) An internal control system is a process of providing reasonable assurance that operations are effective, reliable and comply with the rules and anti-corruption policy as specified by the Company.

4.11 Accounting Audits and Data Storage

- 1) The Company has an auditing process for accounting transactions and requires an appropriate approval before recording the transaction into the accounting system. The audit will be appropriately conducted in accordance with the Company's policies, government regulations, relevant laws, contracts or agreements and in accordance with accounting standards and accounting policies.



- 2) Operating expenses and investment expenses require accurate and complete supporting evidence and must be approved in accordance with the credit line level by the authorized person as specified in the policy on operating expenses or investment expenses.
- 3) Financial reports must be accurate, truthful and reliable and must disclose material information accurately and completely which included related transaction information and potential liabilities
- 4) The Company provided sufficient and safe controls on storing accounting documents for immediate use in auditing process. The Company also provided an accounting information accessing control and secure storage of backup files.

4.12 Personnel Management The Company shall apply this policy as a part of its personnel management discipline including seminar selection, performance assessment, appraisal compensation and promotion, and so on.

4.13 Seminar, Communication and Monitoring

- 1) Directors, executives and employees
 - a. Directors, executives and employees will continually receive a training or notice on anti-corruption to be aware of this policy, especially the different forms of corruption, the risk of getting involved in corruption as well as reporting methods in case of seeing or suspecting corruption
 - b. Directors, executives and employees will receive a copy of this Policy or can find in the Company Announcement to ensure that everyone is aware of and understands the company's anti-corruption policy. The latest updated policy and information can also be found on the Company's website.
 - c. the seminar on this policy will be part of the orientation or before the inauguration of directors, executives and new employees of the company.



d. The dissemination of anti-corruption measures and policies will be provided to employees within the organization and the employees can easily access to information about anti-corruption measures.

E. The Company shall provide the test on knowledge and understanding on the anti-corruption measures of the organization in order to assess the effectiveness of seminar and to ensure that employees at all levels will be able to implement properly

2) Agents, Business Intermediaries, Product/Service Distributors and Contractor

The Company will notify its Anti-Corruption Policy to its agents, business intermediary, products/services distributors and contractors since the beginning of a business relationship and later as appropriate. The company encourages agents, business intermediary, products/services distributors and contractors to adhere to the same social responsibility standards as the company.

5. Whistleblowing or Complaints

1) If directors, executives and employees have doubts or have evidences that directors, executives and employees or any person acting on behalf of the company has been involved in corruption. He/she must report or notify or complaints to the Company as follows:

- Directors, executives and employees can file complaints directly in person, verbally or in written to the person in charge as follows:

- Chairman of the Audit Committee (Independent Director)
- Company Secretary
- Human Resource Department

By submitting a complaint to the following channels:



ASPHERE

- By e-mail: auditcom@asphere.co
- By telephone: 66 2769 8888
- By fax: 66 2712 4250
- By post: Asphere Innovations Public Company Limited, No. 51 Major Tower Rama 9 – Ramkhamhaeng, 18th Floor, Room 3-8 Rama 9 Road, Hua Mak, Bangkok, Bangkok Thailand 10240
- Fill in the information to report a complaint through the company's website.
<https://investor.asphere.co/th/corporate-governance/anti-bribery-and-corruption>
- The company will keep the information as confidential. The Company will use this information for the benefit of internal administration and supervision or will disclose the information according to lawful orders, court orders and/or orders of the SEC Office, government sectors and/or relevant regulatory sectors.
- Whistleblowers or complaints will receive a serious response and be protected from abusive action using authority or an unfair action which may arise to whistleblowers or complaints.
- The complaint must act in good faith. If the company finds a fraudulent in whistleblowing or he intention of harassing others which causes damages, disgrace, insulted, hated or shamed, and so on, the Company will proceed further action as appropriate.

6. Communication and Disclosure Guidelines

The company has established communication and disclosure guidelines regarding its anti-corruption policy. It has set up communication channels to allow directors, executives, and employees at all levels, as well as partners and subsidiary companies, to contact the company when they encounter situations or behaviors that may lead to corruption. The guidelines are as follows:



- 1) The company has prominently announced its anti-corruption policy in the office building, making it accessible for all employees in the organization to read.
- 2) The company communicates externally to demonstrate its commitment to combating all forms of corruption by diversifying external communication channels with all stakeholders, such as the company's website, emails, and annual reports.
- 3) The company provides training on anti-corruption for existing employees and includes this topic in the orientation for new employees.
- 4) The company will regularly review its anti-corruption policy.

7. Protection for Directors, Executives and Employees

- 1) The Company reassures its directors, executives and employees that no one will be demoted, penalized, or otherwise affected by corruption refusal, even if such refusal will cost the Company a loss of business or a missed opportunity in new business. The Company believes that the anti-bribery and anti-corruption policy will create a sustained value for the company. In addition, the Company does not allow anyone to threaten, harass, or detain directors, executives, and employees who intend to act in compliance with this policy.
- 2) If directors, executives and employees believe that they have been intimidated, harassed or detained, they must report or complaint to their supervisors or the Human Resources Department immediately. And if the problem is still not resolved, they should report through the reporting channels in accordance with this policy.

8. Investigations and Penalties

- 1) Upon receiving the whistleblowing, the Executive Committee and the Audit Committee shall consider investigating the evidence.



- 2) During the investigation, the Executive Committee and the Audit Committee may assign an authorized person (executive) to periodically report progress to whistleblowers or complaints.
- 3) If the investigation finds that the available information or evidence has reasonable grounds that the accused has committed corruption or fraud, the Company shall inform the accused the allegation and give the accused the right to prove himself/herself by obtaining additional information or evidence demonstrating that he/she is not involved in the alleged fraudulent act.
- 4) If the accused (including directors, executives, and employees at all levels of the company) is proved to commit corruption, such action is considered a violation of the Anti-Corruption Policy and will be subject to disciplinary action up to the termination of employment and/or retirement. If the act of corruption is illegal, the offender may be subject to legal penalties, subject to disciplinary action following the Company's regulations. The decision of the Board of Directors (Executives) will be ineffective.

9. Reviewing, Examining and Revising

The Company required that the Anti-Corruption Policy and other related policies should be reviewed, examined, and updated regularly or at least once a year or if there is a significant change so that it can be revised immediately.

Announced on 26 February 2025,

(Mr.Pramoth Sudjitporn)

Chairman