



Anti-Corruption Policy

MK Restaurant Group Public Company Limited

1. Purpose

MK Restaurant Group Public Company Limited (The Company) commits to conducting business with integrity, honesty, transparency and good corporate governance and also support all practices of anti-corruption. To illustrate the commitment, the Company has pledged under the Declaration on Thailand's Private Sector Collective Action Coalition against Corruption on September 23, 2014. In addition, the Company expects the directors, executives and employees of the Company to commit to conducting and performing their duties with integrity, honesty, morality and in accordance with the highest standard of ethics, complying with anti-corruption law and avoiding any action that may be perceived as improper conduct or a conflict of interest.

This policy is established to ensure that the Company has the policy and practical guidelines that are consistent with Thailand's Private Sector Collective Action Coalition against Corruption and that the directors, executives and employees of the Company understand and have the clear guidelines of anti-corruption which will comfort the decision making and the business operations that may be at risk of corruption to be considered and conducted carefully and appropriately

2. Scope

This policy applies to Directors, Executives, and all employees of the Company and its subsidiaries.

3. Definition

Corruption according to this policy refers to an abuse of power or authority for personal benefit or other person's benefit. The corruption also refers to the bribery which includes giving, offering, promising, soliciting, demanding or accepting money or any benefits to or from a government office, a government agency, a politician, a private organization or any persons doing business directly or indirectly with the Company to induce such person to act or refrain from his duties in order to obtain or maintain the improper benefits to the Company's business, except such act is allowed by laws, rules, notifications, regulations, local customs or business customs.

4. Policy

The Company has a zero tolerance towards corruption policy and commits to conducting business in a professional manner with integrity, honesty, transparency and compliance with ethical and legal principles regarding the anti-corruption in Thailand.

The Company's Directors, Executives and all employees are prohibited from involving directly or indirectly in any forms of corruption. It is required to regularly review the compliance according to this policy and the practice guidelines are also reviewed to reflect the changes in business, rules, regulations and legal requirements.

The Company shall cooperate with external organizations to promote and support the anti-corruption.

5. Roles and Responsibilities

The Board of Directors has the roles and responsibilities for formulating policy and forming the effective anti-corruption system in order to ensure that the management has realized, emphasized and cultivated the anti-corruption as a corporate culture.

The Audit Committee has roles and responsibilities for reviewing the accounting and financial reporting, the internal control, the internal audit and risk management in order to ensure that such operations are concise, appropriate, modern and effective as well as conform with the global standard.

The Chief Executive Officer and Executives have roles and responsibilities for implementing the anti-corruption policy by establishing the anti-corruption system, promoting and supporting the anti-corruption policy, communicating the anti-corruption policy to employees and related parties, reviewing the suitability of the systems and measures to reflect the changes of business, rules, regulations and legal requirements.

Internal Audit Department has roles and responsibilities for inspecting and reviewing the operations for the accuracy and the compliance with the policy, guidelines, execution authority, regulations, laws and regulatory requirements in order to ensure that the Company's internal control system is appropriate and sufficient for the anti-corruption risk that might occur as well as reporting the audit result to the Audit Committee.

6. Guiding Principles

In order to consider the matters that have high risk in corruption carefully and appropriately, all of the Company's employees shall be careful of the following matters:

6.1 Gifts, Entertainment and Hospitality

"Gift" refers to anything of value that an individual/company bestows upon another individual/company to foster goodwill or positive relationships on various significant occasions, according to customary or cultural practices. Gifts may take the form of objects or may be in other forms of beneficial outcomes.

"Entertainment" refers to expenses related to food, beverages, accommodation, transportation, or other expenditures incurred to entertain external individuals associated with the company. It serves as a means of endorsing individuals externally related to the company, certifying the company's business, and establishing goodwill or relationships within reasonable and lawful limits, conforming to customary practices and relevant laws.

The employees should avoid entertainment, giving or receiving gifts with high value or high frequency, except for the entertainment for business purposes or to maintain a good relationship which is a key element of doing business.

Employees can give or receive gifts if all of the following conditions are met:

- (1) It is not an intentional act to dominate, induce or reward any person in order to gain any advantage through improper actions or to exchange explicitly or implicitly in order to attain assistance or benefits.
- (2) Comply with the relevant laws
- (3) It is given visibly on behalf of the Company, not on behalf of employee.

- (4) It is appropriate for the situation, for example, giving small gifts for the important festivals which are considered as normal practice such as Songkran festival, Chinese New Year festival, etc.
- (5) The type and value are appropriate and it is given at the right time, for example, in the event of bidding process, employee must not accept gifts or entertainment from any participating companies.

6.2 Charitable Donations

"Charitable donation" refers to the act of providing financial support or assets from the company to various organizations or entities that operate for the public benefit. The purpose of such donations is to assist in alleviating the hardships of the general public, supporting religious activities, and endorsing initiatives or projects that contribute to the overall well-being of society. This demonstrates the company's commitment and responsibility to the broader community.

The Charitable donations must be made transparently on the behalf of the Company for the purpose of social benefit to any reliable organizations with certificates and followed the procedures according to the Company's regulations and law. In addition, the charitable donations should be monitored and reviewed to ensure that such donations are not claimed as bribery act.

6.3 Sponsorships

"Sponsorships" means offering financial assistance or goods with the intention of aiding, contributing to, endorsing, or promoting in a reasoned and logical manner. The objective is to support the company's business activities, enhance its reputation, and cultivate a positive corporate image. It is important to note that such sponsorship is not provided with the expectation of measurable benefits and is not construed as a form of quid pro quo.

Sponsorships including money, objects or assets to any activities or projects must be done under the Company's name. The sponsorships shall be aimed for promoting the good image of the Company and shall be done transparently through the procedures in accordance with the Company's regulations and law.

6.4 Facilitation Payments

"Facilitation payments" refer to small amount of bribe paid to the government officials in order to speed up the efficiency of the daily operations or necessary tasks that the officials have duties to perform.

The Company does not allow for the facilitation payments. Employees should avoid any activities requested for the facilitation payments. Employees should inform the supervisor in case of having any doubts, concerns or questions regarding the facilitation payments.

6.5 Political Contributions

"Political contributions" refer to the contributions in form of money or any forms to political parties, politicians or political candidates for supporting the political activities such as giving things or services, advertising to promote or support the political parties, buying tickets of the events with the purpose of raising fund, donating money to the organizations that have close relationship with political parties, etc.

The Company shall maintain political neutrality and shall not support or act in favor of any political parties. In addition, the Company shall not support or assist any political candidates either directly or indirectly.

The Company's directors, executives and employees have the right and freedom to participate or support the political activities freely under the provisions of the Constitution. However, it is not allowed to present themselves as the Company's employees or to bring any assets, equipment or tools to use for the benefit of any political matters. The political participation must be done after working hours. To participate the political activities, employees must be careful of any actions that may cause the misunderstandings that the Company has supported any political parties.

6.6 Business Relations and Procurement Process

"Procurement and Acquisition" refers to establishing relationships and conducting business with governmental agencies and officials or private entities in the realm of procurement and acquisition activities. The process of procurement, contracting, or leasing should be conducted with transparency and integrity, following principles of good corporate governance.

All dealings with government, government officials or the private sectors shall be done with transparency, honesty and in accordance with the relevant laws.

The procurement process shall be carried out in accordance with the procurement's rules and regulations and the execution authority. In addition, the procurement process shall be fair and transparent. The procurement process shall also be taken into account of the reasonable price, quality, service and standards that the suppliers should have such as environmental standards, industry standard, etc. Furthermore, the procurement officer shall not conduct the business that may have the conflict of interests of his procurement position either directly or indirectly and shall not use the procurement information for personal benefit.

6.7 Coordination and Interaction with Thai and Foreign Government

"Coordination and Interaction" refer to the act of communicating and coordinating with government officials to achieve mutual understanding in the execution of activities or collaborative tasks efficiently. Such interactions should be carried out without any reciprocal obligations between the parties involved.

Employees who represent liaisons with Thai or foreign government officials or international organization officers for the Company's benefit must be authorized in written by the Company's authorized directors according to the Company's Certificate issued by Department of Business Development, Ministry of Commerce. If there is no written authorization, it is considered that employee acts by himself and the Company is not responsible for any consequences causing from such actions in all cases.

6.8 Recruitment and Employment of State Employees/Officials (Revolving Door)

Recruitment and employment of state employees/officials falling under the Revolving Door category refer to the engagement of individuals who are or were government officials/politicians/advisors of state agencies. They subsequently join and work for private companies. This may involve leveraging relationships or insider information for the benefit of the private company or influencing policies in favor of the former state official's

company. The purpose of such actions is to gain unfair advantages in business or to shape policies that benefit the former state official's company. To mitigate the risks associated with recruiting state employees/officials susceptible to the Revolving Door and to prevent conflicts of interest, the following guidelines have been established:

- (1) The company shall not recruit or appoint individuals currently holding positions in government to work for the Company.
- (2) In cases where the Company recruits former state officials who were previously under the supervision, control, or audit of a state agency or worked directly for a state agency, a Cooling-Off Period of 2 years (as referenced in Section 127 of the Anti-Corruption Constitution Act B.E. 2561) shall be enforced.
- (3) The Company will conduct due diligence on individuals being considered for appointment to high-level positions such as directors, consultants, and executives. This is to examine potential issues of conflicts of interest before their appointment.
- (4) Prohibitions on hiring state employees/officials if the hiring is for the benefit of the Company or involves reciprocal benefits. This also includes any involvement that may misuse power or conflict of interest issues, such as disclosing confidential information from the former state office, lobbying for improper benefits, or contacting their former state agency.
- (5) Full disclosure of information regarding individuals who were former state employees/officials, appointed as directors, consultants, or high-level executives of the Company, along with the reasons for their appointment, will be included in the annual report (Form 56-1 One Report) for transparency.

7. Reporting Concerns

All of the Company's employees have the responsibilities to review, protect and report if there is any suspicion of bribery or corruption related to the Company. In case of founding the bribery or corruption, the employee shall report to the supervisor instantly or report through the channels specified in the Whistleblowing Policy.

8. Protection

The Company shall fairly treat and protect employees who report the bribery or corruption related to the Company as well as employees who reject the bribery and corruption by applying the measures to protect complainants or those who cooperate in reporting corruption as specified in the Whistleblowing Policy.

9. Non-Compliance

1. The employee who violates this policy shall be subject to disciplinary action up to dismissal and may also be subject to legal punishment if such action is illegal. Failure to be aware of this policy and/or related laws is not able to be an excuse for non-compliance.

2. The Company reserves the right to review or terminate the contract with the customers, suppliers or other stakeholders who involve or commit an offense contrary to this policy.

10. Anti-Corruption Policy Communication

In order to communicate the Anti-Corruption Policy to all employees for acknowledgement, the Company shall proceed as follows;

1. The Company shall disseminate the Anti-Corruption Policy in a prominent place in order to notify all employees
2. The Company shall disseminate the Anti-Corruption Policy via various channels including e-mail, The Company's website, Form 56-1 etc.

This policy was effective from November 9, 2023 onwards.