

TTK ASIA TRANSPORT (THAILAND) CO., LTD.

Anti-Bribery Policy

Established as of 1st July 2022

Table of Contents

Article 1 (Objectives)
Article 2 (Scope of Application)
Article 3 (Definitions)
Article 4 (Prohibition of the Bribery)
Article 5 (Payments for the Safety)
Article 6 (Facility Payment)
Article 7 (Entertainment/Gifts)
Article 8 (Chief Compliance Officer)
Article 9 (Bribery Risk Management Team)
Article 10 (Reporting)
Article 11 (Government Projects)
Article 12 (Relevant Policies)
Article 13 (Violation of this Policy)
Article 14 (Effective Date)
Article 15 (Revision and Abolition)

Contents

Article 1 (Objectives)

This Anti-Bribery Policy (this “**Policy**”) sets out the policies and procedures of TTK Asia Transport (Thailand) Co., Ltd. (“TTKA”) about anti-bribery in order to prevent bribes and to comply with any and all applicable anti-bribery and anti-corruption laws and regulations including, but not limited to, the latest version of the Thailand Penal Code B.E. 2499 (A.D. 1956), the Organic Act on Counter Corruption of Thailand B.E. 2542 (A.D. 1999), Offences Relating to the Submission of Bids to State Agencies Act of Thailand, B.E. 2542 (A.D. 1999), the Japanese Penal Code and Unfair Competition Prevention Act, the US Foreign Corrupt Practices Act, the UK Bribery Act 2010, and the Chinese Criminal Law (the “**Laws**”).

Article 2 (Scope of Application)

This Policy applies to all directors, internal auditors, officers and employees (whether full-time or part-time, or temporary staff members) of TTKA (collectively the “**Worker**”).

Article 3 (Definitions)

The definitions of the terms in this Policy are as follows:

- (1) “**Bribe**” means an offer, payment, promise to pay or authorization to pay anything of value with a corrupt intent (e.g. (i) has the Public Official engaged in or refrained from engaging in an act relating to his duties, (ii) has the Public Official used his position to influence another Public Official to engage in or refrain from engaging in an act relating to his duties, etc.).
- (2) “**Facilitation Payment**” means a payment or other inducement given to a Public Official to, or to try to, secure or expedite a routine Government function that the Public Official is ordinarily obliged to perform (such as granting a permit or other official documents or processing governmental papers).
- (3) “**Government**” means the government of any country, state or territory and includes:
 - a) ministry, a body, a department, an agency, or any part of such government;
 - b) any instrumentality of such government, public agency or public entity including but not limited to;
 - (i) a state enterprise or a commercial entity of which a majority of the shares or the voting rights are directly or indirectly owned by the government;
 - (ii) a commercial entity of which a majority of directors and officers or the key director or officer is nominated or appointed by the government;
 - (iii) a commercial entity of which the government is entitled to permit or veto any or all of the substantial matters;
 - (iv) any agency exercising functions of the government under the law and receiving contributions or investment properties from the government; and
 - (v) any other commercial entity directly or indirectly owned or controlled by the government.
 - c) political parties; or
 - d) international institutions.
- (4) “**Government Project**” means any transaction or project in which the Government is involved as a purchaser, user, consumer, licensor, donor, financial provider, contractor, subcontractor and/or supplier.

(5) **"Guideline"** means Anti-Bribery Guideline of TTKA.

(6) **"Public Official"** means:

- a) any official, officer, employee, director, principal, consultant, agent or representative of any Government;
- b) any person acting in an official capacity or exercising a public function for and on behalf of any Government;
- c) any person who is engaged in any Government;
- d) any candidate for public office; or
- e) any person who is or is deemed to be public official under the applicable law.

(7) **"Red Flag"** means indications or circumstances of possible or potential bribery or corruption, and examples of them are listed in the Guideline.

(8) **"Compliance Committee"** means Board of Directors of TTKA.

(9) **"Compliance Department"** means Human Resource Section.

(10) **"The Chief Compliance Officer"** means General Manager of Human Resource Section.

Article 4 (Prohibition of Bribery)

Worker must not give or receive, or promise to give or authorize to pay a Bribe.

Article 5 (Payments for Safety)

The safety of the Worker is the first priority and any payment in order to protect his/her life, safety or liberty is not deemed to be a Bribe in this Policy. Such payment must be reported in accordance with the Guideline.

Article 6 (Facility Payment)

Facilitation Payment are prohibited, whether directly or through third parties unless such payment does not contravene any applicable law (including a foreign law) or this Policy.

Article 7 (Entertainment/Gifts)

- (1) Worker must not provide or promise to provide or receive gifts, meals or entertainment (or other hospitality) (collectively the **"Entertainment/Gifts"**) which are intended to influence, induce, or reward performance of the Public Official, in which case it will be considered as a Bribe.
- (2) Entertainment/Gifts to a Public Official, or any person who participates or takes some part in any Government Project, must be reported in accordance with the Guideline.

Article 8 (Chief Compliance Officer)

The Chief Compliance Officer is responsible for:

- (1) Management and promotion of anti-bribery compliance program in TTKA; and
- (2) Instruction, guidance and supervision of Section Compliance Officer and Compliance Department.

Article 9 (Bribery Risk Management Team)

The Compliance Department is the primary responsible department for anti-bribery compliance program of TTKA. The Compliance Department shall be responsible for:

- (1) Guidance and advice to the Worker;
- (2) Report to the Compliance Committee;
- (3) Receive the report of Red Flags, report of payment for safety, report of entertainment/gifts, misconduct or violation of the policy;
- (4) Investigate the misconduct, report and provide the opinion to the Chief Compliance Officer; and
- (5) Responding to inquiries from the Worker with regard to bribery.

Article 10 (Reporting)

The Worker must report any suspected or actual misconduct or violation of this Policy or the Red Flag in accordance with the Guideline.

Article 11 (Government Projects)

- (1) The Government Projects in which TTKA will be directly or indirectly involved must be risk assessed and approved in accordance with the Guideline.
- (2) Where the risk of the Government Project has worsened, such as from LOW to MEDIUM, from MEDIUM to HIGH, or from LOW to HIGH, due to any change in the contents of the Government Projects in which TTKA will be directly or indirectly involved, such Government Project must be approved again in accordance with the Guideline.
- (3) Where the Government Projects in which TTKA will be directly or indirectly involved is to continue for more than three (3) years, such Government Project must be risk assessed and approved every three (3) years.

Article 12 (Relevant Policies)

The following matters must be approved in accordance with the regulations for Final

Decision on Important Matters:

- (1) Invitation of the Public Official or any person designated by the Government or the Public Official;
- (2) Donations and sponsorship to Government or Public Official;
- (3) Payments to a third party or offshore bank accounts; and
- (4) Employment or Engagement of the Worker who are the Public Official or related to the Public Official.

Article 13 (Violation of this Policy)

The Worker will be punished for any violation of this Policy in accordance with the Laws and company's rules and regulations.

Article 14 (Effective Date)

This Policy comes in force as of 1st July 2022.

Article 15 (Revision and Abolition)

Any revision and abolition of this Policy requires the approval of the Board of Directors.



(Mr. Sukeyoshi Takahashi)

President