

TTK ASIA TRANSPORT (THAILAND) CO., LTD.

Anti-Bribery Guideline

Established as of 1st July 2022

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Article 1 (Objective)

This Anti-Bribery Guideline (this “**Guideline**”) is to complement the Anti-Bribery Policy (the “**Policy**”).

Article 2 (Definitions)

The terms defined in the Policy have the same meaning in this Guideline. In addition, in this Guideline, “**Business Partner**” means any individual person, company, entity or organization who is involved in TTKA ’s business, regardless of whether it is an affiliate, agency, dealer, distributor, supplier, subcontractor, agent, buyer, customer, consultant, intermediary, broker, business consignee, joint venture, consortium partner or (where applicable) any director, officer or employee of any of them.

Article 3 (Red Flag)

1. The Red Flags set forth in Article 3 of the Policy are as follows:
 - (1) Heavy use of cash payments without a proper reason;
 - (2) Disorganized, inappropriate or maladministered bookkeeping or accounting records;
 - (3) Presence of any employee who refuses to explain or gives details of any suspicious or unreasonable payments;
 - (4) Increase in profits, earnings or expenditure without a proper reason;
 - (5) Use of secret bank accounts;
 - (6) Excessive commissions or unreasonably large discounts to a Business Partner;
 - (7) Appointment of a Business Partner:
 - a) whose ability to work is not well examined;
 - b) who is merely a shell company incorporated in an offshore jurisdiction;
 - c) who is related to or closely associated with the Public Official;
 - d) whose scope of work/service is vague and who does not make any work products; or
 - e) who is retained because of the request or insistence of the Public Official;
 - (8) Refusal to make representation and warranty on anti-corruption;
 - (9) Hiring a former Public Official, who was employed by the Government which TTKA has a business with, as an employee or as a Business Partner;
 - (10) Hiring a Public Official or a relative (i.e. spouses, children, parents, siblings or close relatives) of the Public Official who is involved in the Government Project as an employee or as a Business Partner;

- (11) A request by the Business Partner involved in the Government Project to pay a private or an offshore bank account;
 - (12) Cash payments to the Government without a proper reason;
 - (13) Cash payments for an unclear or uncertain purpose;
 - (14) Payments without a voucher;
 - (15) Off-the-record/books accounting;
 - (16) Frequent Entertainment/Gifts to a particular recipient;
 - (17) Request of concealed Entertainment/Gifts;
 - (18) Excessive or lavish Entertainment/Gifts;
 - (19) Donation or sponsorship without a proper reason;
 - (20) Bonus without a proper reason for its amount and timing; and
 - (21) Any other event equivalent to the above.
2. Worker shall submit a report of the Red Flags as set forth in Article 10 of the Policy to the Human Resource Section within five (5) business days from the date of misconduct or violation of this Policy or the Red Flag, which shall include:
- (1) the time and place of the Red Flags;
 - (2) the situation in which the Red Flags was/is to be made;
 - (3) the value of the Red Flags and frequency;
 - (4) the reason why the Red Flags was/is to be made; and
 - (5) any other information the Compliance Department requires.

Article 4 (Risk Assessment)

The Government Projects in which TTKA will be directly or indirectly involved must be risk assessed in accordance with the following procedure:

- (1) First, assess the materiality of the Government Project ("**Materiality**") in Appendix 1A
- (2) Second, assess the country risk ("**Country Risk**") in Appendix 1A; and
- (3) Finally, place the Materiality and the Country Risk in the matrix in the Appendix 1A and assess the risk of the Government Project at: HIGH, MEDIUM, or LOW.

Article 5 (Approval of the Government Project)

- 1. The Government Project must be approved in accordance with the regulations for Final Decision on Important Matters.
- 2. In the process for approval of the Government Project, the person with authority must consider the following:

- (1) When the bribery risk assessed according to the Article 4 of this Guideline (the “**Bribery Risk**”) is LOW:
 - a) Published information of the Business Partner(s);
 - b) The existence of Red Flags; and
 - c) Anti-corruption provision(s) in the contract.
- (2) When the Bribery Risks is MEDIUM, in addition to the items set forth in Article 5 (1):
 - a) The response to the “Anti-Bribery & Corruption Questionnaire”. The form of the Questionnaire can be found at Appendix 1B; and
 - b) The result of a detailed background investigation of the Business Partner(s), if necessary.
- (3) When the Bribery Risks is HIGH, in addition to the items set forth in Article 5 (1) and (2):
 - a) The result of detailed background investigation of the Business Partner(s) by external experts, if necessary;
 - b) The anti-bribery policy and compliance program of the Business Partner(s) compared to such policy and program of TTKA; and
 - c) The existence of TTKA’s audit right to monitor the Business Partner’s compliance with the Laws.

Article 6 (Reporting of the Payment for Safety)

1. The report of the payment for safety set forth in Article 5 of the Policy (the “**Report of the Payment**”) shall be made in the format in Appendix 2 and must include:
 - (a) The time and place of the request for the payment;
 - (b) The situation in which the payment was requested;
 - (c) The requested and actually paid amount of money;
 - (d) The reason why the payment was made; and
 - (e) Any other information the Compliance Department requires.
2. The Report of the Payment must be submitted to the Compliance Department.

Article 7 (Reporting of the Entertainment/Gifts)

1. Subject to paragraph 2 of this Article, a report of the Entertainment/Gifts to the Public Official under Article 6 of the Policy must be made to the Compliance Department, within five (5) business days from the date of giving the Entertainment/Gifts in accordance with procedures and guidelines which can be found in Appendix 3A and 3B.
2. Worker is not required to submit a report under paragraph 1 if the Entertainment/Gifts to the Public Official is (i) serving tea, cake, or a light meal in relation to a meeting, (ii)

providing low-priced goods, the price of which however shall not exceed three thousand (3,000) Baht, bearing TTKA's name as souvenirs, and (iii) providing a plant or company tour in Thailand.

Article 8 (Reporting of Suspected or Actual Misconduct or Violation of the Policy)

1. Where Worker has recognized any suspected or actual misconduct or violation of the Policy, the Worker shall immediately report to the Compliance Department by providing details in relation to such of the Policy to the extent possible with Appendix 4.
2. Upon receipt of the report in paragraph 1, the Compliance Department must conduct an investigation (if necessary) and report the result and its opinion to the Chief Compliance Officer.
3. The Chief Compliance Officer shall consider the result and opinion of the Compliance Department without delay and implement measures to ensure non-repetition of such suspected or actual misconduct or violation of the Policy (if necessary) and proceed with any disciplinary action under the laws and company's rules and regulations (if applicable).

Article 9 (Effective Date)

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

Article 10 (Revision and Abolition)

Any revision or abolition of this Guideline requires the approval of the President.



(Mr.Sukeyoshi Takahashi)

President