

ANTI-FRAUD AND ANTI-CORRUPTION POLICY

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY LIMITED

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TABLE OF CONTENTS

1. INTRODUCTION 3

2. DEFINITIONS 3

3. OBJECTIVES 3

4. ANTI-FRAUD AND ANTI-CORRUPTION POLICY 4

4.1 RECEIVING AND GIVING GIFTS AND HOSPITALITY 4

4.2 POLITICAL CONTRIBUTION 4

4.3 SPONSORSHIP, DONATION AND CHARITABLE CONTRIBUTIONS 4

4.4 BUSINESS TRANSACTION WITH PUBLIC SECTOR 5

4.5 CONFLICT OF INTEREST 5

5. ROLES AND RESPONSIBILITIES 5

6. COMMUNICATION AND TRAINING 6

7. REPORTING AND WHISTLEBLOWING 6

8. DISCIPLINARY ACTIONS 6

1. INTRODUCTION

Country Group Development Public Company Limited (“Company”) operates its business with unwavering integrity, good faith, and commitment to ethical conduct, transparency, social responsibility, and the well-being of all stakeholders, while strictly adhering to principles of good corporate governance. Central to these principles is a staunch rejection of any form of corruption, whether it be direct or indirect. Recognizing the paramount importance of promoting integrity and transparency within its operations, the Company has instituted Anti-fraud and Anti-corruption Policy including guidelines to cultivate a culture of integrity among all personnel and ensure compliance with laws and regulations.

2. DEFINITIONS

Company	means	Country Group Development Public Company Limited
Board of Directors	means	The Board of Directors of the Company
Directors	means	Directors of the Company
Executives	means	Chief Executive Officer, first 4 executives succeeding Chief Executive Officer and every person holding the position equivalent to the fourth rank, including person holding executive position in Accounting or Finance Department whose rank is not lower than departmental manager, pursuant to the definitions of the SEC Office
Employees	means	The Company’s and its subsidiaries’ employees
SET	means	Stock Exchange of Thailand
SEC Office	means	Office of Securities and Exchange Commission
Gifts	means	Assets or items of value calculable in monetary terms that are provided on traditional occasions, festivals, or significant milestones, encompassing gestures of congratulations, gratitude, condolence, or other recognized social customs.
Hospitality	means	Expenditures on business entertainment, which includes facilitating meals and drinks, organizing various activities, hosting sports events, services, covering accommodation and transportation costs, or other expenses or benefits.
Revolving Door	means	The transition of personnel from the public sector into private industry, or the recruitment of private-sector experts into public policy roles, which presents inherent corruption risks through potential conflicts of interest. Such transitions may result in biased regulatory oversight or improper efforts by private entities to influence public policy for organizational gain.

3. OBJECTIVES

The Company’s Anti-fraud and Anti-corruption Policy has been established as a framework for the prevention and detection of fraud and corruption, ensuring that ethical transparency is maintained across all Company operations including its subsidiaries. Such policy shall be strictly binding upon all Directors, Executives, Employees, and authorized representatives acting on behalf of the Company, including its subsidiaries, joint ventures, and all entities under its operational control, whether conducting business domestically or internationally. Furthermore, the Company formally institutionalizes a non-retaliation mandate, guaranteeing that no individual shall be demoted, penalized, or negatively impacted for refusing to engage in corruption or fraud, even in instances where such ethical refusal results in the loss of business opportunities.

4. ANTI-FRAUD AND ANTI-CORRUPTION POLICY

- 1) All Directors, Executives, and Employees across the Company and its subsidiaries are mandated to strictly adhere to the Anti-fraud and Anti-corruption Policy and all associated measures. This obligation requires the absolute avoidance of any involvement in misconduct, fraudulent schemes, or corrupt practices, whether conducted directly or through indirect channels.
- 2) Personnel at all levels are required to maintain a high degree of ethical alertness and are strictly prohibited from disregarding or remaining passive toward any indicators of potential fraud or corruption. It is a mandatory responsibility for every individual to promptly report such incidents through their direct supervisors or authorized reporting channels.
- 3) The Company shall maintain a resolute commitment to fostering and sustaining an organizational culture rooted in anti-fraud and anti-corruption principles. This standard applies universally to all business transactions and professional interactions within both the public and private sectors.
- 4) To safeguard organizational integrity, the Company has institutionalized comprehensive risk management processes to regularly identify and assess potential fraud and corruption vulnerabilities. These processes are supported by the implementation of appropriate and effective internal control systems designed to mitigate such risks.
- 5) Transparency and fairness are integrated into all human capital management processes, including recruitment, promotion, and performance evaluation, to proactively prevent corruption. Furthermore, the Company guarantees a non-retaliation mandate, ensuring no employee is demoted or penalized for refusing to engage in fraudulent activities, even if such refusal leads to a loss of business opportunities.
- 6) The Company prioritizes the continuous dissemination of anti-fraud and anti-corruption knowledge to ensure a clear understanding of its expectations. This includes the active communication of policies, measures, and reporting procedures to all relevant stakeholders, both internal and external to the organization.

4.1 RECEIVING AND GIVING GIFTS AND HOSPITALITY

All Directors, Executives, and Employees shall strictly refrain from soliciting, accepting, or offering Gifts, Hospitality, or any form of gratification to or from third parties for personal gain. In circumstances where the refusal of such gestures is impractical or impossible, acceptance is permitted only on legitimate ceremonial occasions, festivals, or significant social events, such as congratulatory gestures, expressions of gratitude, or customary welcoming protocols, provided that such actions align with prevailing social customs. In all such instances, the receipt of Gifts or Hospitality must be conducted exclusively on behalf of the Company or its subsidiaries and must be strictly justified by a clear business necessity. Furthermore, all personnel must ensure that these interactions remain transparent and do not compromise the integrity or impartiality of the Company's professional judgment.

4.2 POLITICAL CONTRIBUTION

The Company and its subsidiaries commit to maintaining absolute political neutrality and strictly refrains from engaging in or endorsing activities that favor any specific political party or ideology. All corporate actions and personnel conduct in this regard must adhere to the relevant laws and regulations to safeguard the Company's institutional independence.

4.3 SPONSORSHIP, DONATION AND CHARITABLE CONTRIBUTIONS

The Company mandates that all charitable donations and sponsorships be conducted with absolute transparency and in strict adherence to applicable legal frameworks. It is an institutional requirement to ensure that any financial contributions, assets, or other benefits provided are utilized exclusively for their intended philanthropic or commercial purposes. Such provisions must not be used as a pretext for bribery or be involved in any form of fraudulent or corrupt activity.

4.4 BUSINESS TRANSACTION WITH PUBLIC SECTOR

The Company mandates that all transactions and relationships with the public sector shall be conducted with absolute integrity and transparency, adhering strictly to all applicable laws and regulations. Furthermore, the recruitment of current or former government employees, raising a Revolving Door, is prohibited if it creates a conflict of interest and must comply with all statutory requirements and restrictions concerning post-government employment in the private sector. To ensure compliance, Employees must consult the Legal Department before initiating any employment discussions or entering business opportunities with current or former government personnel.

4.5 CONFLICT OF INTEREST

The Company shall uphold principles of fairness, transparency, prudence, reliability, and unwavering integrity in all its business activities. This includes prioritizing credibility and maximizing organizational benefits while considering the interests of all stakeholders, with a steadfast commitment to preventing personal interests from influencing the performance of duties or decisions that could potentially lead to conflicts of interest or benefit or harm to the Company. In such case, all Directors, Executives, and Employees shall refrain from engaging in business activities that compete with the Company or involve connected transactions that could give rise to conflicts of interest.

In order to promote transparency and prevent conflict of interest, the Company requires Directors, Executives, and designated persons to disclose any potential conflicts of interest to the Board of Directors through the Company Secretary. Additionally, in compliance with regulations set forth by the SEC Office, they are obligated to report their securities holdings of Company to the Board of Directors. Furthermore, individuals with vested interests in transactions or those potentially facing conflicts of interest with the Company shall be prohibited from expressing opinions or voting on related agenda items during the Board of Directors' meetings and/or shareholder's meetings.

Moreover, the Company has established procedures for approving related party transactions or transactions with potential conflicts of interest. These procedures entail disclosing information such as the names of related parties and their relationships, pricing policies, transaction values, and the opinions of the Board of Directors involved in the transactions. This disclosure shall be conducted in accordance with notifications issued by regulatory bodies such as the SET and the SEC Office, ensuring equitable benefits for all shareholders.

5. ROLES AND RESPONSIBILITIES

- 1) Board of Directors : establishing, overseeing, and monitoring business operations to ensure full alignment with the Anti-fraud and Anti-corruption Policy, as well as fostering a corporate culture of integrity by serving as exemplary role models in ethical compliance. Additionally, the Board of Directors shall maintain the authority to review and approve the policy's substance to ensure its continued appropriateness and effectiveness.
- 2) Audit Committee : overseeing the implementation of effective anti-fraud and anti-corruption measures, ensuring that internal control and audit systems are robust enough to verify the accuracy of financial and accounting reports, furthermore, assessing and reviewing fraud risks to maintain them within the Company's defined risk appetite while monitoring overall compliance through a formal annual report to the Board of Directors. The Audit Committee is tasked with conducting an annual review of the Anti-fraud and Anti-corruption Policy to ensure it remains current and effective.
- 3) Chief Executive Officer and Executives : implementing the Anti-fraud and Anti-corruption Policy by promoting, supporting, and communicating the policy to all Employees, including reviewing work systems and procedures to ensure their updates and reflect changes in circumstances.
- 4) Employees : Comply with the Anti-fraud and Anti-corruption Policy, including measures, procedures, regulations, and directives related to anti-fraud and anti-corruption issued by the Company.

