



**Anti-Corruption Policy**  
**S Hotels and Resorts Public Company Limited**

## Anti-Corruption Policy

In order to comply with the principle of corporate governance and corporate responsibilities towards the society and stakeholders, and to provide a guideline for the conducts of the Company's directors, executives, and employees;

Acknowledging its importance and necessity, S Hotels and Resorts Public Company Limited (the "**Company**") is determined to ensure zero tolerance against corruption of all kinds, including offers, promises, soliciting, demands, giving or accepting bribes, and any conduct which may indicate corruption.

The meeting of the Board of Directors No. 1/2019 has considered a self-evaluation form on anti-corruption measures in each respect thereof, and has implemented this policy, with the details as follows:

### 1. Definitions

**Personnel of the Company** means a director, executive, or employee of the Company;

**Corruption** means performance or omission of performance of duty assigned to a person's position, or abuse of entrusted power or authority from such position, in contravention of the law, ethics, regulation, policy, or the Code of Conduct of the Company in order to gain any form of undue benefits, which includes giving and accepting bribes, offering, promising, soliciting, or demanding money, property, or other benefits in an inappropriate manner, contradicting good morals, ethics, the law, regulations, and policies, whereas the other party is a government official, government agency, private entity, or a person with a business relation, in order to have such person perform or omit to perform his or her duty for the purpose of acquiring, providing, or retaining business or any other undue benefit, whether such benefit is for an organisation, him or herself, or any other related person, including giving or procuring confidential information, unless it is permissible under the law, regulations, notifications, rules, local customs, or trade practices.

**Political Contribution** means the provision of assistance, financial or in-kind, in support of political activities, political parties, politicians, or a person whose duty is related to politics, both directly and indirectly, whether in the form of lending money, providing an object or service, advertising in support of a political party, purchasing tickets to an event whose purpose is fund-raising or donation to an organisation closely linked to a political party, including giving a chance for an employee to take unpaid leave or to act as the Company's representative in participating in an undertaking related to political campaigning.

### 2. Duties and Responsibilities

2.1. The Company's Board of Directors shall have a duty to determine policies and undertake appropriate regulations to ensure that there is an efficient anti-corruption support system in place, in order to raise the awareness of the Company's employees and imprint onto them the importance of anti-corruption efforts and cultivate it as a corporate culture, as well as advising on and

monitoring compliance with the good governance policy, business ethics, and Anti-Corruption Policy and measures.

- 2.2. The Audit Committee shall have a duty to audit the financial and accounting reports, internal control system, internal audit system, and risk management system to ensure that they are appropriate and efficient, as well as responding to information received on Corruption in which a person in the organisation is involved, considering and inspecting facts, and reporting the matter to the Company's Board of Directors for further consideration, punishment, or to find a solution to such issue.
- 2.3. The Risk Management Committee shall have a duty to carry out risk assessments in relation to Corruption, as well as producing measures and guidelines to prevent risk resulting from Corruption to be presented to the Company's Audit Committee and Board of Directors.
- 2.4. The Executive Committee, the managing director, and executives shall have a duty to implement the Anti-Corruption Policy by putting in place an anti-corruption support system and communicating such policy to employees and all related parties, as well as reviewing the system and measures to ensure alignment with and relevance to changes in business, rules, regulations, and the law.
- 2.5. The Internal Audit shall have the duty and responsibility to inspect and audit the operations to maintain compliance with the policies, guidelines, rules and regulations, the law, and that they remain within their scopes of authority, for the purpose of ensuring that the control system is appropriate and efficacious in anti-corruption, and report to the Audit Committee.

### **3. Anti-Corruption Guideline**

The Company does not tolerate any form of Corruption, whether in business or any activity, or in any related country or entity. Personnel of the Company and its subsidiary companies shall maintain strict compliance with the Anti-Corruption Policy and Code of Conduct, and shall not be involved, whether directly or indirectly, in any kind of Corruption. They shall also comply with the followings:

- 3.1. Not to conduct him or herself in a manner which implies an intention of Corruption, intention to give or accept bribes, whereas the other party is an official of the government, private sector, or a stakeholder of the Company, for the purpose of obtaining or maintaining business, a competitive advantage, or for the benefits of him or herself, or any related person, as well as not to demand or offer bribes to any other person contacted on a business matter, including any government agency, for the purpose of obtaining any undue benefit.
- 3.2. Not to ignore or neglect any incident he or she has witnessed which may be considered Company-related Corruption. It shall be deemed a duty to inform his or her supervisor or a person in charge of such matters about such incidents, as well as to cooperate in any inspection.

- 3.3. The Company shall give fair treatment and protection to a person who has refused to be involved in Corruption or has provided information on a Corruption-related activity to the Company, as specified in the protection measures for informants and persons reporting Corruption-related activities under the Whistleblowing Policy.
- 3.4. An act of Corruption violates the Code of Conduct and shall entail inspection and punishment under the Company's applicable employee disciplinary rules and may be punishable by law where such Corruption-related action constitutes an offence.
- 3.5. The Company acknowledges the importance of educating, cultivating, and disseminating understanding on matters which must comply with this Anti-Corruption Policy, amongst persons whose duties are related to the Company or may affect the Company.
- 3.6. The Company has implemented an appropriate and effective internal control as well as an audit system, with frequent inspection on finance, accounting, data collection, and other issues, including implementing a risk management system to prevent Corruption.
- 3.7. The Company has implemented a human resource management process which reflects its commitment to anti-corruption measures, covering its selection of personnel, training, evaluation, compensation, and promotion.
- 3.8. The Company has a policy to comply with the law and standards relating to anti-corruption both in Thailand and in every country where it has a representative operating under its name.
- 3.9. The scope of application of this policy includes every agent, contractual party, and person operating under the name of the Company and the Company's subsidiary companies.
- 3.10. In order to maintain integrity in the performance of matters highly susceptible to Corruption, the Company's directors, executives, and employees of every level shall carry out the following matters with diligence:
  - 3.10.1. Political Contribution
    - (1) The Company shall operate its business with political neutrality by not providing any support or acting in favour of any particular political party;
    - (2) The Company shall not provide money or property in support of any political party, politician, or any candidate in a political election, with an aim to secure a political benefit to the Company;
    - (3) All Personnel of the Company shall operate its business with political neutrality, refrain from being politically involved, favouring a professional politician under any particular political party, and refrain from providing money or property in support

of any political party, politician, or candidate in a political election, with an aim to secure a business benefit for the Company;

- (4) All Personnel of the Company shall have the right and freedom to participate in political activities under the provision of the Constitution. However, they shall not make any claim of being the Company's employee or use any of the Company's property, equipment, or tool for a political purpose. While participating in a political activity, the Personnel of the Company shall exercise caution as to prevent any action which will mislead others into thinking that the Company supports or favours a particular political party.

### 3.10.2. Charitable Donation and Sponsorship

- (1) Charitable donation, financial or in-kind, such as contribution of knowledge or time, is permissible by the Company. It may be carried out as a part of the Company's corporate social responsibility activities, including public relations and promoting the Company's corporate images, without demanding any benefit from the recipient of such donation or expecting business interests;
- (2) Sponsorship of any activity or project, whether in the form of money or property, shall be carried out with transparency and in compliance with the law. It shall only specify the Company as the sponsor and shall have passed an approval process under the Company's prescribed regulation, in order to ensure that such sponsorship is not exploited as a manoeuvre for bribery. Such sponsorship shall be for the purpose of public relations and promotion of the Company's business and corporate images, and may be carried out in various forms, such as sponsorship of cultural, social, environmental, educational, or sporting activities.
- (3) Personnel of the Company and its subsidiary companies shall exercise caution to ensure that no charitable donation and sponsorship is a subterfuge for bribery. Each charitable donation or sponsorship shall be considered in a transparent approval process in compliance with relevant laws and regulations, with a request in writing to specify the purpose of such charitable donation or sponsorship and supporting documents submitted for an approval by the person in charge in each level of the process;

- (4) Clear and reliable evidence shall be issued for each charitable donation and sponsorship, in order to ensure that it is not provided as a means of Corruption.

### 3.10.3. Gifts and Entertainment Expenses

The Company acknowledges that forging good relations with its business allies is essential to its continual success. As such, the Company has determined the following guideline:

- (1) Personnel of the Company may give gifts to and entertain a business ally when every of the following conditions are met:
  - (a) It is not carried out to dominate, influence, or return a favour to a person in exchange for an advantage gained through an improper activity, or hidden benefit or assistance;
  - (b) It complies with all the relevant laws, rules, and prescribed regulations of the Company;
  - (c) It is carried out transparently in the name of the Company, as opposed to the employee;
  - (d) The type and value of the gift and entertainment is proportionate to and appropriate for the circumstance. For instance, no gift or entertainment shall be given to any relevant government official, company employee, or government agency during a bidding process;
  - (e) It shall be appropriate for the occasion. For instance, trivial gifts may be given during important holiday seasons, as it is customary;
- (2) Transparent exchanges of gifts shall be allowed. Personnel of the Company may accept gifts or any benefit during celebratory occasions or as is customary, where the value of which shall not exceed THB 3,000 (three thousand baht). Such gifts shall not be cash or any cash-equivalent, such as a gift voucher or coupon. In a circumstance where acceptance of such gift or benefit cannot be refused, the recipient shall immediately inform his or her supervisor, produce a report on the acceptance of such gift, and deliver the gift to the Human Capital Department, in order for the gift to be used as an employee reward in an important celebratory occasion or to be approved for charitable donation, as appropriate;
- (3) The Company shall implement expense claim regulations, which shall specify a limit amount, authorities to approve, list of objectives, and recipients, and requires clear evidence thereof, in order to prevent Political Contribution and Corruption.

#### **4. Communication and Training**

4.1. The Company shall implement communication on and distribution of the Anti-Corruption Policy to the Personnel of the Company and persons on every level within the Company and its subsidiary companies, through various channels such as orientation of new directors and employees, annual trainings and seminars, announcement on the Company's bulletin boards, intranet, email, and website. In addition, Personnel of the Company and personnel of its subsidiary companies shall be informed in their periodical training of the various forms of Corruption and risks from being involved in such activities, as well as the whistleblowing channel, in order to ensure that every person involved complies with such policy. The session shall also be included in the Company's orientation.

Moreover, the Company shall encourage training programmes for the Personnel of the Company to promote honesty, integrity, and accountability in undertaking their duties and responsibilities, as well as to create a common understanding on the giving and accepting gifts, property, or any other benefit, entertainment for business purpose or as is customary, sponsorship, charitable donation, and Political Contribution.

4.2. The Company shall communicate and distribute the Anti-Corruption Policy and whistleblowing channel to the public, its subsidiary and associated companies, as well as its relevant business agents and partners, and stakeholders through various channels of the Company, such as its website, annual report, and annual registration statements, in order to create common understanding and promote the standards of corporate social responsibility in anti-corruption, as upheld by the Company.

4.3. Personnel of the Company may contact the Secretary to the Audit Committee for any question or query in relation to this policy or any anti-corruption measure.

#### **5. Penalties**

Any person who intentionally fails to comply with this policy, including those who unlawfully mistreat, threaten, or discriminate against a whistleblower or a person related to a matter complained or information provided under this policy, as a result of such complaint or whistleblowing, shall be deemed to have committed a disciplinary offence, and shall be subject to payment of compensation to the Company or a person affected by such offence for the damage caused, as well as any civil and criminal liability as may be applicable.

#### **6. Whistleblowing Channel**

6.1. The Company has implemented a whistleblowing channel for complaints and information in relation to violation of the law and the Code of Conduct, as well as activities which may indicate Corruption carried out by Personnel of the Company, including appropriate whistleblowing protection measures under the



Whistleblowing Policy, in order to ensure a clear guideline and efficient whistleblowing operation, further details of which can be found in the Company's Whistleblowing Policy.

Announced on 3 May 2019

*-Mr. Sompong Tantapart-*

Chairman of the Board of Directors  
S Hotels and Resorts Public Company Limited