

## **Anti-Corruption & Whistleblowing Policy**

### **ALLY REIT MANAGEMENT CO., LTD.**

**ALLY REIT MANAGEMENT CO., LTD.** (the "Company") is committed to conducting its business with transparency, integrity, and high ethical standards. This Anti-Corruption and Whistleblowing Policy aims to promote organizational transparency, enabling the Company to operate effectively and sustainably, build trust with customers, business partners, and stakeholders, and foster a corporate culture grounded in transparency.

Building a culture of transparency ensures that all employees comply with ethical standards and relevant laws. Training and awareness programs related to this policy and its implementation will enable employees to adhere to the policy correctly and effectively. Furthermore, encouraging employees and stakeholders to report suspected corruption or fraudulent activities and supporting fair investigations will help create a safe and trustworthy working environment for everyone within the organization.

### **Principles**

1. All work processes must be transparent and auditable to prevent corruption and fraud.
2. Directors, executives, and employees must strictly comply with applicable laws and this Anticorruption and Whistleblowing Policy.
3. The Company promotes active participation by directors, executives, and employees in preventing corruption and reporting suspected corruption or fraudulent activities, fostering a corporate culture that rejects corruption in all forms.
4. The Company shall maintain an effective internal control system to minimize risks related to corruption and fraud.
5. The Company shall conduct an annual review of compliance with this Anti-Corruption and Whistleblowing Policy.

### **Definitions**

1. Corruption means the improper use of public authority for personal benefit, including bribery, and any behavior of individuals entrusted with duties and responsibilities in the public or private sectors who violate their duties in a manner inappropriate to their position as state officials, private sector officers, representatives, or in other related capacities, with the intent to obtain any undue benefit for themselves or others.
2. Bribery means any property or other benefits offered, promised, given, accepted, or requested that affect a decision in a way that incentivizes someone to perform or omit an act in violation of their responsibilities.
3. Gift means any item of financial value, including property, cash equivalents, or items exchangeable for goods or services.
4. Gift Giving means the act of giving gifts, souvenirs, or other property according to customs, traditions, or local practices. This also includes opportunities to express congratulations, gratitude, condolences, or gestures that demonstrate goodwill and a positive relationship.

5. Entertainment and Hospitality means expenditures for business - related entertainment, such as providing food and beverages, sporting events, and other expenses directly related to business operations or customary trade practices.
6. Donation means money or assets donated by the Company for public benefit, without the expectation of benefits that could be construed as corruption or bribery.
7. Political Contributions means support given to political parties in various forms, including monetary or in-kind donations, gifts, entertainment, donations or other support that can be monetarily valued, or indirect assistance such as political advertising or participation in political activities, intended to gain business advantages.
8. Facilitation Payment means a small unofficial payment made to a government official to ensure or expedite the performance of routine governmental actions that do not involve the exercise of discretion.
9. Kickback means an amount of money negotiated to be deducted from a payment for goods and returned to the bribe recipient.
10. Conflict of Interest means actions by individuals - whether company employees, politicians, government officials, or service recipients - where personal interests significantly affect their decisions or duties in their official roles, impacting the public interest.
11. Government Official means any political officeholder, civil servant, or local government employee with a permanent position or salary; employees or workers of state enterprises or government agencies; local executives and local council members who are not political officeholders; officials under local administration laws; and includes members, subcommittee members, employees of government agencies, state enterprises, or government units; and any person or group exercising or entrusted with governmental authority under law, whether within the bureaucracy, state enterprises, or other state-owned operations.
12. Foreign Public Official means any person holding legislative, executive, administrative, or judicial office of a foreign country, and any individual acting on behalf of a foreign government, including officials of foreign state agencies or state enterprises, whether appointed or elected, permanent or temporary, salaried or not.
13. International Organization Official means any person working for an international organization or assigned by such organization to perform duties on its behalf.
14. Business Partner means sellers of goods or service providers, contractors, suppliers, and/or service providers, whether juristic persons or individuals, to the Company.
15. Employee means a person who agrees to work or provide services for the benefit of or within the employer's establishment.
16. External Stakeholder means an individual, group, or organization that influences the Company's decision-making process and can affect the Company's goals and success. Stakeholders also include those impacted by the Company's decisions or those with an interest in the Company's business operations.
17. Agent or Distributor
18. Agent means a person who has legal authority to act on behalf of another person. For example, the Company may officially appoint agents to expand its presence in the retail market.

19. Distributor refers to a party authorized to distribute the Company's goods or services in a specific territory or market, under agreed terms and conditions.
20. Affiliated Company means a company that has one of the following types of relationships:
21. A company that is related to the business operator through a shareholding structure - either directly or indirectly - of more than 50% of the total issued shares.
22. A company that is related to the business operator through control or management authority.
23. A company whose controlling person is the same individual as the one controlling the business operator.
24. Independent Director means a director who is independent from other directors or the Chief Executive Officer, and who is part of the group responsible for overseeing and managing the Company's internal activities.
25. Chief Executive Officer (CEO) means the person with the highest executive authority responsible for managing the Company's internal operations.

### **Roles and Responsibilities**

1. The Board of Directors is responsible for overseeing the company's overall anti-corruption efforts. This includes formulating and approving relevant policies and practices, as well as promoting and supporting the implementation of an effective anti-corruption system. The Board must ensure that management recognizes the importance of anti-corruption measures and instills them as part of the organizational culture.

2. Independent Directors are responsible for overseeing the internal control system, accounting and financial reporting systems, and other processes related to anti-corruption. This oversight must be in line with the company's anti-corruption policy, relevant guidelines, and applicable laws. Independent Directors must ensure that these processes have adequate and appropriate internal controls in place to effectively prevent and mitigate corruption risks.

3. The Internal Audit Unit is responsible for auditing and reviewing the company's internal control system to ensure compliance with the anti-corruption policy, relevant practices, and applicable laws. The unit is also responsible for investigating complaints related to corruption to ensure that the company has an effective, adequate, and appropriate internal control system capable of preventing corruption risks. Audit findings must be reported to the Chief Executive Officer and the Independent Directors.

4. The Chief Executive Officer and Executives or Corporate Governance Officers are responsible for communicating and implementing the anti-corruption policy. They must ensure the establishment of internal control systems within all work processes to mitigate corruption risks. Additionally, they are responsible for organizing training and providing knowledge on the anti-corruption policy and related practices to employees at all levels, in order to ensure understanding and effective implementation. They must also regularly review and update the anti-corruption policy and practices to reflect changes in business operations, standards, and applicable laws.

## **Anti - Corruption Practices in Accordance with the Anti-Corruption Policy**

1. The company requires that all directors, executives, and employees at all levels strictly comply with the Anti-Corruption Policy. Directors, executives, and employees are strictly prohibited from engaging in or accepting any form of corruption, whether directly or indirectly. This includes offering or receiving money, gifts, hospitality, entertainment, donations, sponsorships to government agencies, political contributions, or any other form of undue benefit intended to gain business advantages or improper benefits from those doing business with the company.

2. The company mandates that all departments implement preventive measures against corruption in alignment with the Anti-Corruption Policy, relevant practices, and applicable laws. Systems and measures shall be regularly reviewed, updated, and revised to reflect changes in business operations. In addition, corruption risk assessments shall be conducted periodically to identify, prevent, and appropriately address potential risks.

3. Directors, executives, and employees must not ignore or overlook any acts that may constitute corruption related to the company. They are required to report such incidents to their supervisors or relevant persons. In case of any doubts or questions regarding the anti-corruption policy, they should seek advice from their supervisors or the designated personnel.

4. The company provides a whistleblowing channel for reporting any suspected acts of corruption related to the company, whether reported by internal employees or external parties. The company commits to fairness and protection of the rights of whistleblowers and/or employees who refuse to participate in or report corruption. Such protection covers their employment, disciplinary actions, or any other measures that may adversely affect them.

5. The company has a policy of not demoting, disciplining, or imposing any negative consequences on employees who refuse to give or accept bribes, even if such refusal results in business losses for the company.

6. The company mandates continuous communication of the anti-corruption policy through official channels such as emails, the company website, notice boards, and other media. Additionally, the company organizes training sessions on anti-corruption for directors, executives, and employees.

7. The company places great importance on disseminating knowledge and promoting understanding of the anti-corruption policy to other parties involved with the company, including business partners, external stakeholders, agents, and/or distributors, to foster strong ethical awareness.

8. To promote good business practices, the company has established a policy prohibiting the acceptance of gifts during the New Year festival and other occasions. Moreover, the company strictly prohibits any form of facilitation payments, whether direct or indirect, in exchange for expediting or securing business favors.

To ensure clarity in the implementation of the Anti-Corruption Policy and to prevent risks related to potential corruption, all directors, executives, and employees of the company are required to perform their duties with due care and diligence in the following areas.

## **Gift-Giving Practices**

Directors, executives, and employees may give gifts, souvenirs, or other benefits to stakeholders, provided that the following conditions are met.

1. Gifts must be given in accordance with socially accepted customs and must not violate any laws.
2. Gifts must not be cash or cash equivalents, such as vouchers or gift cards.
3. Gifts or souvenirs must be items that promote the company's image, such as company promotional products, products from royal projects, community products, or items that support sustainable development.
4. Gifts must be given solely on behalf of the company, not in the name of individual directors, executives, or employee.
5. Gifts must be appropriate to the context, with reasonable value, and suitable for the occasion - for example, gifts given at company product launches or company anniversary celebrations. During bidding or tender processes, gifts should not be given to government officials or related agencies.
6. Gifts must not be given with malicious intent or as an inducement, influence, or reward to any person to gain improper advantages or benefits.
7. Gifts, souvenirs, property, or other benefits must not be given to spouses, children, or related persons of government officials, customers, business partners, or other contacts, as such acts may be perceived as indirect acceptance.
8. All gift-giving must be requested, approved, and authorized by the company's competent authority. The value of gifts must not exceed THB 3,000 per person per occasion, in accordance with the announcement of the National Anti-Corruption Commission. Gifts exceeding THB 3,000 require approval from the Chief Executive Officer (CEO) only.

## **Gift-Receiving Practices**

The company announces a policy to refrain from accepting gifts during the New Year festival and other occasions to establish good business practices. Directors, executives, and employees must communicate this gift-receiving prohibition policy to business partners, external stakeholders, representatives, and/or distributors and seek their continuous cooperation in compliance.

1. Directors, executives, and employees of the company are prohibited from accepting any items or other benefits from business partners, external stakeholders, representatives, and/or distributors or persons related to the company's business.
2. In unavoidable circumstances where items or benefits are received, such as when business partners, external stakeholders, representatives, and/or distributors or related persons are unaware of the gift-receiving prohibition policy and present gifts, or when directors, executives, and employees are in a situation where refusal is not possible in order to maintain good relationships with such persons or organizations, the following procedures must be followed:
  - 2.1 Upon receipt of such items, they must be submitted together with a gift/benefit receipt report to the central office and forwarded immediately to the Human Resources department or the relevant oversight unit.

2.2 The recipient is responsible for recording the receipt of gifts or other benefits and for collecting these items to submit to the Human Resources department or the oversight unit immediately, or donating them to individuals or external organizations for charitable purposes. In the case of consumable items with an expiration date within one month, they should be distributed appropriately among directors, executives, and employees.

3. Directors, executives, and employees are allowed to receive souvenirs valued at no more than THB 500, such as calendars, keychains, pens, notebooks, and souvenirs bearing the company's logo. These items should be received by department managers or higher-level employees as representatives. Afterwards, the items along with the gift/benefit receipt report must be submitted to the Human Resources department or the oversight unit for review and distribution to directors, executives, and employees as appropriate.

4. In cases where the company receives awards, souvenirs, or any items from competitions—such as contracts with business partners, commendations for company achievements, or contest prizes—the company may accept such items on behalf of the organization during the New Year gift prohibition period. The items shall be received by department managers or higher-level employees as representatives, and such items will be considered the company's property.

### **Hospitality Practices**

Directors, executives, and employees of the company may provide hospitality to business partners, external stakeholders, representatives, and/or distributors or persons related to the company's business, subject to the following conditions.

1. Hospitality expenses must be directly related to business operations, such as providing food and beverages or hospitality services in the form of sporting events.

2. Hospitality must be conducted solely on behalf of the company, not in the name of individual directors, executives, or employees.

3. Hospitality must be appropriate in value and suitable for the occasion, such as hospitality during company product launches or anniversary celebrations. During bidding or tender processes, hospitality and reception services must be avoided with government officials or related agencies.

4. Hospitality must not be provided at inappropriate venues.

5. Hospitality must not be given with malicious intent or as an inducement, influence, or reward to any person to gain improper advantages or benefits.

6. A record of hospitality expenses must be made using the Gift/Benefit Receipt Report form. Approval for expenditure must be obtained from the authorized person within the company. The value of hospitality expenses must not exceed THB 3,000 per person per occasion, in accordance with the announcement of the National Anti-Corruption Commission. Hospitality expenses exceeding THB 3,000 require approval from the Chief Executive Officer (CEO) only.

## Donation Guidelines

Directors, executives, and employees of the company must exercise caution and comply with the following.

1. Donations using the company's funds or assets must be made in the name of the company only.
2. Donations must be made to foundations, public charitable organizations, temples, hospitals, schools, universities, medical facilities, or organizations for social benefits.
3. Donations must be conducted transparently and in accordance with the law, ensuring that they are not used as a pretext for bribery or corrupt practices.
4. To request approval for donations, the Human Resources Department is responsible for receiving requests from donation recipients and verifying documents from foundations, public charitable organizations, and government agencies as follows.
  - 4.1 Donation request letter specifying items, quantities, and purpose
  - 4.2 Photographs, blueprints, or building plans of the donation site
  - 4.3 Organizational establishment documents of the donation recipient (if any)
  - 4.4 Verification that the quantity and amount requested are reasonable and factual according to the project receiving the donation; a report must be prepared and submitted for approval to the company's authorized approver
  - 4.5 Once the donation is approved by the authorized approver, the Human Resources Department will coordinate with relevant units to deliver the assets to the donation recipient. The delivery must be documented with photographs. If the donation is not approved, the Human Resources Department shall inform the requester with reasons.
  - 4.6 Documentation related to the donation must be submitted by the Human Resources Department to the Accounting Department for record-keeping and for tax audit purposes by the Revenue Department, including.
    - 4.6.1 Donation request letter
    - 4.6.2 Photographs, blueprints, or building plans of the donation site
    - 4.6.3 Organizational establishment documents of the donation recipient (if any)
    - 4.6.4 A letter of thanks, certificate of appreciation, or official receipt specifying the name and address of the donation recipient, details of items or money donated, duly signed by the authorized person,  
to qualify the donation as a company expense under the Revenue Code.
5. The Human Resources Department shall verify after the donation that it complies with the requested purpose, to serve as information for future donations.
6. If any irregularities or suspicious acts of corruption are found, report immediately to the Chief Executive Officer.
7. If it is found that any employee or group of persons intentionally commit fraud by misusing cash/assets/goods/materials for donation, or if the donation is found to involve corrupt practices causing damage to the company, such employee(s) or group will be held fully responsible for all damages and will be subject to disciplinary action, including severe penalties, in accordance with company regulations.

## **Sponsorship Guidelines**

Directors, executives, and employees of the Company must act with due care in accordance with the following guidelines.

1. Sponsorships must not be used as a pretext for offering or receiving bribes.
2. Directors, executives, and employees must not act as intermediaries in offering money, assets, items, or any other benefits to parties involved with the Company's business, including government agencies, in exchange for undue privileges or to induce government officials to neglect their legal duties, rules, or regulations.
3. Engagements with government agencies must be conducted transparently and in strict compliance with applicable laws. All forms of bribery in the conduct of business are strictly prohibited.
4. Sponsorships must be verifiably linked to actual project implementation and intended to support the achievement of the project's objectives—whether to promote the Company's business and brand image or to genuinely support social responsibility initiatives.
5. The use of the Company's funds or assets for sponsorship must be made in the name of the Company only. Sponsorship must serve a business purpose and contribute positively to the Company's image and reputation. All disbursements must include clear objectives, verifiable documentation, and follow the Company's internal procedures.
6. Applicants must seek approval from the authorized approver of the Company and must specify the recipient's name, sponsorship details, and objectives, along with the following supporting documents.
  - 6.1 A formal request letter specifying the amount or assets requested
  - 6.2 Official registration documents of the recipient organization (e.g., certificate of incorporation)
  - 6.3 Project rationale, goals, and objectives
  - 6.4 Photographs of activities related to business or brand promotion (if applicable)
7. Sponsorships must be requested, approved, and disbursed in accordance with the Company's financial authority policy. The sponsorship value must not exceed THB 3,000 per person per occasion, in accordance with the Notification of the National Anti-Corruption Commission. If the amount exceeds THB 3,000, approval must be obtained from the Chief Executive Officer only.

## **Political Contributions Guidelines**

The Company recognizes the importance of political participation as a socially responsible organization. However, the Company is committed to conducting its business with transparency and fairness. Therefore, clear guidelines are established to prevent any improper political support that could lead to corruption, as follows:

- 7.1 Prohibition on Donations to Political Parties the Company strictly prohibits any donations of money or other assets to political parties. The Company will not provide financial support to any political party, whether directly or through foundations or other affiliated entities.
- 7.2 Prohibition on Use of Company Resources for Political Purposes Company employees and executives are prohibited from using Company resources—such as working hours, vehicles, or office equipment - for supporting political party activities in any form.

7.3 Prohibition on Granting Special Privileges to Political Parties or Their Members the Company will not offer any special privileges to political parties or their members, such as special discounts, free services, or access to internal information.

7.4 Individual Political Participation Encouraged with Personal Resources The Company supports employees' rights to political participation as private individuals. However, such activities must be conducted on their own time and using their own personal resources.

### **Facilitation Payments and Kickbacks**

The Company strictly prohibits the payment of facilitation fees or kickbacks to any government officials, customers, vendors, or other business partners, whether directly or indirectly, in any form.

### **Procurement and Third-Party Engagement**

All procurement activities must adhere to Company regulations and be carried out with full transparency, legality, traceability, and without concealed or improper benefits. The use of third parties to liaise with government officials or agencies must not serve as a conduit for bribery.

### **Violations of the Anti-Corruption Policy**

All employees are obligated to comply with the Anti-Corruption Policy. Any of the following acts constitutes a violation.

1. Non-compliance with the Anti-Corruption Policy.
2. Encouraging or enabling others to breach the Anti-Corruption Policy.
3. Failing to act or ignoring suspected violations when aware—or should be aware—within one's responsibility.
4. Obstructing or refusing cooperation during internal or external investigations or audits concerning potential policy breaches.
5. Retaliation or unfair treatment of individuals for reporting or whistleblowing under this Policy.

Directors, executives, or employees found to have violated this Policy—whether by omission, negligence, or deliberate misconduct—will be deemed to have committed a serious disciplinary offense. They will be subject to disciplinary measures as outlined in the Company's internal regulations. If the violation also breaches applicable laws, the Company reserves the right to pursue legal action in accordance with Thai law.

## Whistleblowing Channels

The Company has established channels for whistleblowing to enable employees and related parties to report any misconduct or suspected corruption. In the whistleblowing process, the whistleblower should provide details of the incident, including relevant information such as the date, time, location, persons involved, and any related documents or evidence (if available), through the Company's designated channels as follows.

### Postal Mail

Contact: Independent Director  
Address: ALLY REIT MANAGEMENT CO., LTD.  
888 Pradit Manutham Road, Khlong Chan Subdistrict, Bang Kapi District, Bangkok 10240,  
Thailand  
Email: [rmc.allyreit@allyglobal.com](mailto:rmc.allyreit@allyglobal.com)  
Website URL: <https://www.allyreit.com/en/about/corporate-governance/whistleblowing-form>

### National Anti-Corruption Commission (NACC)

Address: 361 Nonthaburi Road, Tha Sai Subdistrict, Mueang District, Nonthaburi Province 11000, Thailand  
Telephone: +66 2 528 4800-49  
Hotline: 1205  
Website: <https://wbs.nacc.go.th/>

## Complaint Review Process

To ensure fairness, transparency, and effectiveness in handling complaints, the Company has established the following procedures and appointed a Complaint Review Committee comprising representatives from key departments.

### 1. Appointment of the Complaint Review Committee

The Committee is composed of representatives from the following departments, each with defined roles and responsibilities.

- **Corporate Governance Division** Responsible for providing guidance on relevant regulatory principles, particularly where the complaint pertains to specific legal requirements of the business or operations.
- **Legal Department** Responsible for verifying the accuracy of evidence, ensuring the fairness of the complaint, and providing legal advice.
- **Internal Audit Department** Responsible for investigating and collecting relevant evidence.
- **Human Resources Department** Responsible for supporting involved employees, conducting internal investigations, and managing any potential disputes.

### 2. Complaint Acknowledgement

Upon receipt of a complaint, the responsible unit must log the complaint into the system and acknowledge receipt to the whistleblower within **72 hours**.

**3. Initiation of the Review Process**

The Complaint Review Committee must initiate the review and investigation process within 10 business days from the date of receiving the complaint.

**4. Completion of Investigation**

The Committee must complete the investigation and evidence gathering within 30 business days from the date the complaint is received.

**5. Notification of Results**

The Committee must inform the complainant of the review outcome within 15 business days from the completion of the investigation. If the investigation requires more time than specified, the Committee must notify the complainant of the progress and provide an estimated completion timeline.

This policy was reviewed on 17 February 2025

Effective as of 1 March 2025



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(Mr. Kavin Eiamsakulrat)  
Chief Executive Officer