



Licensed Rights Holder

Plan B Media Public Company Limited

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ANTI-CORRUPTION AND BRIBERY POLICY

The Board of Directors of Plan B Media Public Company Limited (the Company) recognizes the importance of good corporate governance. Accordingly, it has established corporate governance policies in writing, including the definition of "Ethical Conduct Guidelines" as a guideline for the conduct of company employees, its subsidiaries, and its affiliates. The company also provides channels for reporting complaints or whistleblowing on various misconducts. Moreover, in 2019, the company joined as one of the listed companies, declaring its intention to be part of the Thai private sector's coalition against corruption. As a participant in the private sector coalition against corruption, the company has the duty and responsibility to serve as a role model in combating bribery and conducting business ethically, morally, and by principles aimed at preventing corruption.

As a guideline for conducting business appropriately, encompassing the prevention of risks that may arise in transactions that could lead to fraud and corruption in operations, the company has formulated an anti-corruption policy. This policy aims to concretely combat fraud and corruption by good corporate governance principles within the company and in compliance with Thai laws against corruption

Policy

The company has established a policy against corruption in all its forms to ensure transparent and fair business operations. It prohibits directors, employees, officers, executives, and representatives acting on behalf of the company from engaging in or being believed to be involved in corruption and fraud, whether directly or indirectly.

The company's anti-corruption policy forbids the offering, demanding, proceeding to receive, or giving of any benefits arising from corruption and fraud in accordance with changes in laws, regulations, and relevant guidelines.

Scope and Applicability

The anti-corruption policy applies to the directors, employees, officers, executives, and representatives acting on behalf of Plan B Media Public Company Limited, its subsidiaries, joint ventures, or



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any other companies under its control, whether they conduct business domestically or internationally and across all of the company's brands.

Furthermore, the company has a policy not to demote, penalize, or negatively impact employees who refuse to engage in corruption and fraud, even if such actions may result in the company losing business opportunities.

Definitions

Corruption refers to intentional actions seeking benefits that are not legally justified for oneself or others. Corruption is divided into three categories: embezzlement, fraud in reporting, and corruption.

Corruption means any act, in any form, whether directly or indirectly, involving the offer to give or the acceptance of offers of money, services, gifts, loans, fees, rewards, or any other benefits of value, offers for consideration to provide or receive incentives to act or refrain from acting in a way that affects any decision-making process. This applies to any individual, organization, government unit, government official, company, or shop, including employees of these entities. It includes giving and/or receiving bribes, conflicts of interest, threats and/or demands for benefits, and payments for convenience, except in cases where the law, regulations, announcements, customary practices, local traditions, or trade customs permit such actions.

Duties and Responsibilities

In addition to strictly adhering to policies, practices, and various measures, the company has defined the responsibilities of the Board of Directors, sub-committees, and management as follows:

- The Board of Directors is responsible for establishing and approving anti-corruption policies and overseeing compliance with anti-corruption measures.
- The Nomination and Governance Committee is responsible for reviewing policies as appropriate to align with business changes, regulations, rules, and related laws and approving modifications for presentation to the Board of Directors for approval.
- The Audit Committee is responsible for reviewing the financial reporting and accounting systems, internal controls, internal audit systems, and risk management to ensure they are rigorous, appropriate, modern, and effective in combating corruption and fraud.
- Senior executives, led by the Chief Executive Officer, are responsible for disseminating these anti-corruption measures to employees for implementation.



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- Internal auditors are responsible for inspecting and reviewing operations to ensure they are correct and by policies, practices, authority, procedures, and related laws to provide adequate and appropriate control systems against potential corruption and fraud risks and reporting to the Audit Committee.

Channels for reporting tips and protecting whistleblowers

The company has established secure channels for anyone who witnesses misconduct or wishes to report a tip-off to contact via auditcommittee@planbmedia.co.th Complainants or whistleblowers regarding corruption and fraud are assured of protection as outlined by the company's policy.

Guidelines for combating corruption and fraud

To ensure actions are aligned with the anti-corruption and fraud policy, the directors, employees, officers, executives, and representatives acting on behalf of Plan B Media Public Company Limited, its subsidiaries, joint ventures, or any other company under its control, both domestically and internationally, across all company brands, must conduct themselves with caution in the following matters.

Gifts, tokens of appreciation, and hospitality:

Building good business relationships with partners (past, present, or potential future partners) or future customers may carry the risk of leading to corruption and fraud. Establishing good relations might include giving or receiving gifts, tokens of appreciation, and hospitality. The company expects those involved in these matters to exercise judgment in deciding whether the gifts, tokens of appreciation, and hospitality are appropriate for the occasion, suitable for the giver or recipient, without contravening related laws or societal norms, and must not impact the company's operations and business decision-making. The acceptance and/or offering of gifts, tokens of appreciation, and hospitality must follow the guidelines set by the company.

Political support

Political assistance refers to direct or indirect support in the form of money or other means to back political activities. This could include providing loans, goods or services, advertising to promote or support a political party, purchasing tickets for fundraising events, donating to organizations closely



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associated with political parties, or allowing employees to take unpaid leave from their employer to participate in political campaigning as company representatives.

The company maintains a policy of political neutrality. Should the company wish to offer political support to promote democracy, such support must not contravene relevant laws, be recorded appropriately with evidence, and be approved through due process for future audits.

The company supports voting rights in local and national elections as citizens' essential rights and responsibilities under a democratic system. However, any political assistance or participation in political activities must be undertaken personally without implying the company's representation.

Donations or sponsorships

Providing donations or sponsorships as part of social responsibility activities, public relations, and enhancing the company's positive image without expecting business returns must be transparent and lawful. It's crucial to ensure that donations or sponsorships are not used as a pretext for corruption and fraud.

Donations and charitable sponsorships must be appropriately recorded, with evidence and approved procedures for future audits.

Business transactions with the public

Business transactions with the public sector and interactions with government officials must be conducted properly and transparently, according to the regulations and rules of the relevant government agencies, and strictly comply with applicable laws.

Operational Measures:

1. Directors, executives, and employees must comply with the company's anti-corruption and fraud policies, governance guidelines, practices, and related policies and ensure no involvement in corruption or fraud, either directly or indirectly.
2. Employees should not overlook suspicious activities that indicate corruption or fraud. They must report such activities to their superiors or the responsible person or through designated reporting channels and cooperate to investigate the facts.



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3. The company has a policy not to demote, penalize, or negatively affect employees who refuse to engage in corruption or fraud, even if such actions may result in the company losing business opportunities.
4. The company communicates its anti-corruption and fraud policies, including reporting channels for tips, complaints, or suggestions, through various means such as orientation, intranet, or newsletters to educate and understand all employees, subsidiaries, joint ventures, companies under its control, and business representatives.
5. The company communicates its anti-corruption and fraud policies and channels for reporting tips, complaints, or suggestions to the public and stakeholders through various means, such as the company website and annual reports.
6. The company has risk management measures for corruption and fraud, including risk assessment, prioritization, and implementation of appropriate measures, as well as monitoring the progress of these measures.
7. The company has personnel management processes that reflect a commitment to the anti-corruption and fraud policies, from selection, training, performance evaluation, compensation, and promotion to structuring the organization to ensure appropriate separation of duties and checks and balances, ensuring sufficient and skilled resources and personnel to implement these policies.
8. The company ensures clear and strict business transaction approval authority, which is efficient and transparent, enabling checks.
9. The company maintains an internal control system covering financial, accounting, record-keeping, and other processes related to anti-corruption and fraud measures. It communicates the results of internal controls to responsible personnel.
10. The company ensures the preservation of documents, evidence, and records sufficient for audits to confirm accuracy and ensure no unrecorded, inexplicable, or false entries.
11. The company conducts internal system audits covering its significant activities, such as sales, marketing, and procurement, to ensure internal control systems achieve their objectives, comply with operational procedures and regulations, and offer recommendations for improving operational efficiency.



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Penalties:

1. The company will take disciplinary action against those who violate this policy, including direct supervisors who ignore misconduct or are aware of it but fail to manage it properly. Penalties will be by relevant laws and disciplinary actions up to termination. Lack of awareness of this policy and/or related laws cannot be used as an excuse for non-compliance.
2. Representatives, business intermediaries, or any business partners of the company who violate the standards outlined in this policy are aware of actions contrary to this policy but do not report them to the company's management or provide incorrect information when questioned by the company's investigative officers regarding actions that may violate this policy, may have their contracts terminated.

Guidelines on Gifts, Tokens of Appreciation, and Hospitality

Gifts, tokens of appreciation, or any benefits received from or given to business partners (past, present, or potential future partners) may be considered inappropriate if they can influence a decision-making process, possibly seen as a reward, or otherwise be an obstacle to fair and proper decision-making. In some cases, giving or receiving gifts, tokens of appreciation, or benefits with appropriate authorization may be legally permissible.

Scope: These guidelines on gifts, tokens of appreciation, and hospitality apply to all company employees involved in making purchasing decisions, agreeing on contracts, providing services or benefits (such as complimentary hotel rooms or discounts on room rates), or in positions that influence those decisions.

Gifts, tokens of appreciation, and hospitality should be of reasonable value, not exceeding the permitted level, given or received by company employees (individually or collectively) to foster good relations, appropriate to each occasion, and legally compliant. This is to ensure transparency and prevent the giving or receiving of gifts, tokens of appreciation, and hospitality from creating unfair expectations or perceptions of corruption and fraud. The company has set the following practices:

1. Accepting or giving gifts, tokens of appreciation, and hospitality as part of the tradition is permissible, ensuring it does not impact or influence company operations and business decisions.
2. The acceptance or offering of gifts, tokens of appreciation, and hospitality must be transparent and without expectation of reciprocal action.



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3. Accepting or giving gifts, tokens of appreciation, and hospitality must comply with laws and other related regulations, including company policies, operational measures, guidelines, and manuals.
4. Gifts, tokens of appreciation, and hospitality must be given on behalf of the company. The cost of these expenses must be properly recorded, evidenced, and approved procedurally for later audit.
5. Accepting traditional customary gifts or tokens of appreciation must not exceed a value of 7,000 baht (or equivalent). Employees must obtain approval from their supervisors if the value of the gifts or tokens of appreciation exceeds 7,000 baht (or equivalent).

