

Anti-corruption Policy
FNS Holdings Plc.

FNS Holdings Plc.(FNS) is aware of the great importance of its anti-corruption policy moreover, the company place great emphasis on adhering to the principles of fair business operations, operational transparency on responsibility towards the stakeholders, society and the environment. In accordance with good corporate governance policy, the company has published an Anti-Corruption Guidance with an intention to prevent all forms of corruption as well as to provide knowledge and awareness under the same prescribed policy to all employees within the organization including business partners.

Definition

Corruption means any activities of bribery and/or using information received from or provided by the company's operations by offering, promising to give, promising, demanding or accepting money, assets, or other inappropriate benefits from the government officers, private sectors, or responsible person either directly or indirectly, such action allowing that person, his/her friends, and/or others that could lead either directly or indirectly to an improper benefit in business or any improper benefit. It also relates to any act that is against the company's business ethic except the cases that law, regulation, rule, announcement, tradition or culture allow.

Bribery means assets or other benefits that are induced or offered, promised or gives in order to obtain business advantages for consent of contracts, rules and regulations, legal or personal

Giving or Receiving gifts Entertainment and Hospitality services refers to gifts, expenditure for hospitality, giving, accepting gifts, privileges facilitating and other expenditure or other benefits that may be linked to bribery that may cause a risk of corruption.

Sponsorship means offering financial support, products or services where the objectives are for society's public interest, or promotion of business and the good image of the company

Donation refers to giving money or products in all forms to juristic persons, various organizations, whether governmental organizations, private sectors, state enterprises or various foundations without expecting a return.

Political Contribution means financial assistance or any other form to support political activities such as giving goods or services advertising to support political parties, permitting employees to take leave or be representatives to participate in political campaigns, etc.

Conflict of interest means a situation in which a person performs two activities with different objectives or benefits and conflicts may arise because of personal interests that do not match the interests of the company, this puts the person in a predicament and may lead to corruption and misconduct.



Facilitation Payments means an unofficially minor payment made to government officials in return for services by the government officials to assure or expedite the performance of a routine or necessary action. The process does not require the discretion from government officials as it is a legitimate operation which the juristic person is legally entitled to receive, such as the issue of a permit or certificate and the providing of public service etc.

Hire Government Officials means to hire government officials, sub-committees members, employees of government agencies, state enterprises or government agencies and individuals or group of person who exercise authority or assign to exercise government's administrative authority to take a legal action whose duties involved corporate governance and business operations.

Scope and Objective

1. This anti-corruption policy applies to Directors, Executives, and employees of the company and its subsidiaries.
2. The company expects its representatives and/or intermediaries who are related to or are acting on behalf of the company to follow this policy.
3. The company has established an organizational culture for directors, executives and employees to perform their duties with honesty, integrity, transparency and fairness.
4. Directors, executives and employees must not solicit, act or accept any form of corruption directly or indirectly for the benefit of the organization, business, self, family, friends and acquaintances which must strictly adhere to this anti-corruption policy. In order to cause corruption, the company will give punishment according the company's regulations.
5. Directors and executives at all levels of the company must show honesty and set good example in compliance with the anti-corruption policy.
6. The Anti-Corruption Policy covers the Human Resources process from the recruitment or selection, promotion, training, evaluation, reward.
7. The company constantly reviews the policy of this anti-corruption as well as reviewing guidelines and rules and regulations in according with changes in business, rules, regulations and laws.

Roles and Responsibilities

1. The Board of Directors is responsible for approving and supporting anti-corruption practices in the company to create understanding and raise awareness of the consequences of corruption. In the case that the Audit Committee has reported a corruption case that affects the company, the Board of Directors is responsible for providing the Managing Director with counsel and advise, assessing penalty, and seeking ways to solve the problem.

2. The roles and responsibilities of the Audit Committee includes:

- 2.1 Revising the Anti-corruption Policy given by the Managing Director in order to best adjust with the company's business, environment, and culture, and proposing the Policy to the Board of Directors for approval;

- 2.2 Reconsidering the appropriateness of any change in Anti-corruption Policy given by the Managing Director and proposing to the Board of Directors for approval;
- 2.3 Verifying the report of internal control system and carrying out risk assessment according to the proposal from the Internal Auditor to ensure that the system allows lowest risk of corruption that affects the company's financial status and achievement and conforms to the company's business;
- 2.4 Receiving reports about staff violating the Anti-corruption Policy, investigating the report, and submitting the case to the Board of Directors to assess penalty or seek solution;
3. The roles and responsibilities of the Managing Director includes :
 - 3.1 Determining Anti-corruption Policy to propose to the Audit Committee;
 - 3.2 Conveying Anti-corruption Policy to staff and related parties;
 - 3.3 Reconsidering the Anti-corruption Policy in order to best adjust with business changes or regulations and laws, and proposing the Policy to the Audit Committee;
 - 3.4 Assisting the Audit Committee in seeking the truth in reported corruption practices or in tasks relating to a corruption investigation assigned by the Audit Committee. The task can be assigned to Directors who are considered capable of seeking the truth;
4. Executives at all levels in various departments have duties and responsibilities in setting up management systems to promote and support the implementation of this policy including communicating with employees at all departments of the company to understand and to comply with the policy.
5. All employees of the company must pay attention and are bound to comply with this strict policy.
6. The Corporate Secretary Office is responsible for giving advice on the implementation of this policy and coordinating with internal audit to ensure compliance with policies, regulations and guidelines including related laws.
7. Directors, executives and all employees are obliged to comply with this policy by not involving in corruption whether directly or indirectly. They should participate in providing useful information for monitoring and investigating such matters to reduce the risk or chance of fraud or corruption both inside and outside the organization.
8. The roles and responsibilities of the Internal Auditor includes :
 - 8.1 Performing duties according to the prescribed internal audit plan and presenting the report and assessment of corruption risk to the Audit Committee;
 - 8.2 Performing duties assigned by the Audit Committee in examining corruption activities relating to the company other than those prescribed in internal audit plan;

Anti-corruption Guidelines

Employees of FNS Holdings Plc. and its subsidiaries at all levels, as well as contractors and related subcontractors, must follow the Anti-corruption Policy strictly by not getting involved with any course of corruption whether in a direct or indirect manner by:

1. Offering or Accepting Bribes

Not conducting any behavior that can be seen as accepting or offering bribes to interested persons either in direct or indirect action in order to achieve any improper benefit by :

1.1 Not accepting or giving gifts or souvenirs in the form of cash, checks, bond, stock, gold, jewel or other equivalent from person in contact in government sectors or private sectors;

1.2 Not accepting assets, gifts, presents or other benefits that will lead to neglect of duty. Please note that before accepting souvenirs, one should make sure that it conforms to laws and company's regulations and the gift received as business courtesy should not be high in value and suitable for the occasion;

1.3 Not giving assets, gifts, presents or other benefits in order to influence the decision or in exchange for refraining from following standard business practices used with other business agents. Please note that the value of gifts or benefits given in any occasion must not be unusually high;

1.4 Not acting as intermediary in offering cash, assets, or other benefits to anyone who is involved with government sectors or any organizations, in exchange for special treatment or refraining from following rules, regulations, and laws.

2. The procurement

The procurement process must follow the Company's regulations, and uphold transparency and accountability principles including an evaluation to select vendors, service providers according to the procurement procedure and reserves the right to terminate the procurement if there is bribery or historical of bribery or corruption.

3. Entertainment

Reception and business meeting expenses and other expenses relating to business contract should be reasonable and accountable.

4. Charitable contributions must follow the following guidelines :

4.1 Any charitable contribution made with the Company's cash or assets must be made on behalf of the Company and must only be given to certified or trustworthy foundations, public charity organizations, temples, hospitals, clinics or public benefit organizations. The transaction must be accountable and in accordance with rules, regulations, and stipulated laws;

4.2 Making personal charitable contribution is allowed under the condition that such transaction must not be related to or called into question as corruption or a bribery act.

5. Financial Sponsorships

Financial sponsorships that use the Company's cash or assets must be made only on behalf of the Company with the objectives of promoting the Company's business, image, and reputation. The disbursement must clearly state its purpose. It must be accountable and in accordance with rules, regulations, and stipulated laws.

6. Political Contribution

Not getting involved in any domestic politics and not using any of the Company's resources to make contribution to the said activities. FNS Holdings Plc believes in political neutrality, and legality. It is not our policy to make contributions to any political party either directly or indirectly manner.

7. Conflict of Interest

The company has a policy/code of conduct to prevent and manage conflicts of interest for all directors, executives and employees to comply with.

8. Facilitation Payment

The company has a policy of prohibiting payments for services to expedite the performance of a routine or necessary action except for facilitating payments according to service providers' regulations, including the prohibition of accepting bribes from government officials, private sector officers by offering money, gift cards, checks, shares, gifts or valuable items both directly and indirectly to obtain or maintain a business or competitive advantage.

9. Fairness and Protection

The Company shall provide fairness and safeguards to staff who deny or inform of corruption cases relating to the Company by applying protection measures for appellants or persons who co-operate with Anti-corruption information as stated in the Protection and Confidentiality Policy. The company will not demote, punish or cause negative effects on executives or employees who deny corruption even though the activities may cause the company to lose a business opportunity.

10. Anti-Corruption Policy Communication

The company has established a communication policy against corruption including reporting channels or filing complaints by the public, subsidiaries, affiliates, business agents, partners through the company's website and annual report. Internally, the company circulate the policy to directors, executives and employees through several channels such as intranet, training and orientation, to understand and perform accordingly.

11. Approval Authority and Disbursement

The company has established a disbursement regulation by specifying the approval authority and credit limits and requirements to provide explicit supporting documents.

12. Internal Control System and Auditing

The company has established a system for internal control and continuous audit over the procurement, finance, accounting, information technology, data storage and other processes related to this policy, with timely reports of the audit results to the Audit Committee.

13. Staff must not be negligent in recognizing corruption or indicating corruption activities that involve the company. All staff must notify such acts to supervisors or a responsible person and collaborate with any investigation. Should there be any queries or questions, they must consult with the

supervisor or the responsible person who monitors the Code of Conduct through provided channels.

14. A person who commits corruption is guilty of misconduct in terms of the Company's Code of Conduct and disciplinary proceedings will take place. Follow-up actions may be applied in cases that laws may have been violated.
15. The Board of Directors and the Management Team recognize the importance of knowledge sharing, counseling, and communicating with staff and related parties about anti-corruption so the staff and those parties shall conform to this Anti-corruption Policy and set a good example of business honesty, morality, and ethics.
16. The Company strives to create and sustain the organization's culture representing that fraud, corruption and/or bribery is unacceptable at all level of personnel including any activities involving the Public sectors or Private sectors.
17. This Anti-corruption Policy covers the process of Human Resource Management starting from recruitment, promotion, training, evaluation and benefits provided to staff. Every supervisor at all levels must communicate with staff about enforcement of the policy in business transaction under their responsibility and must monitor such implementation to be the most effective.

Risk Assessment

Risk assessment process has been implemented to prevent operational risk of corruption. The Risk protection measure will be assessed at least once a year and the Risk assessment measures will be reviewed to ensure compliance with the current Anti-corruption policy as appropriate and acceptable level.

Human Resource

1. Recruitment and Selection Process of personnel for the job. Working history must show no omission of duty or misuse of power or position or seek unlawful benefits by accepting or offering bribes or corruption in any forms.
2. The company has a policy to prohibit the hiring of government officials for jobs related to business operation in the position of director or advisor, with the exception of the appointment as company's director of a public servant as defined by the Public Limited Companies Act., and Securities and Exchange Law, including announcements from the Office of the SEC on Futures, and related announcements, rules and/or related regulations.
3. In the Evaluation of staff performance such as salary increase, bonus and promotion etc. FNS takes into account information about Anti-corruption and giving or accepting bribes. For example, in the event that the executive or employees is involved in such violation, they will be punished, for example, not receiving a salary increase, no bonus, no job promotion or termination of the employment etc., while employees who file a report or provide information on such violation will be protected and praised etc.

4. Orientation is given to new employees to educate them about the Anti-corruption policy as well as training and regularly provision information to directors, executives and employees to be aware of the importance of this issue in order to create an organizational culture.

Internal Control and Reporting

1. The company has set up an internal control system to ensure that the business operations run appropriately and effectively in accordance with relevant regulations to reduce the risk of anti-corruption. In order to assure the existing internal control system is efficient and accomplish, an internal audit has been settled.
2. The company has appointed the Corporate Secretary Office to responsible for consulting on various regulations and the Internal Auditor (an independent external auditor firm) is responsible for inspecting various operational systems. The risk assessment report will be prepared and proposed for approval by the audit committee at least once a year. The Board of Directors then acknowledge and will taking into consideration the risks that may cause corruption.
3. Procedure for reporting audit result
 - 3.1 Internal Audit (Independent Audit firm) will report to the Audit Committee and the Board of Directors on a quarterly basis or as according to the audit plan and at the same time the report will also be presented to the Managing Director.
 - 3.2 In case of urgent issues, the officer of the Corporate Secretary Office and internal auditors will immediately inform the Audit Committee as well as to the Managing Director to consider and instruct for the guidelines on controlling improving on the specific issues.

Data Management

1. The Company has data management procedures and maintains records of disbursements, complying with International Financial Reporting Standards including applicable laws and regulations.
2. All types of expenses must have supporting documents for disbursement and be approved by the authorized person. The Data management procedure of the company's documents to comply with relevant laws and regulations.
3. The company does not allow disclosure or record of falsified, unethical inaccurate or fraudulent accounts including not applicable payment transactions.

Penalties

1. In the case of a director violating or failing to comply with this policy, the company will immediately appoint the Audit Committee which consists of all independent directors of the Company to investigate the facts. If the investigation finding the director has violated or failed to comply with this policy, then the audit committee to prepare and propose to the Board of Directors for consideration a punishment based on the disciplinary penalties provisions (The directors attending the meeting will exclude those who violate or fail to comply with anti-corruption measures.)

2. If executives or employees of the company violate or fail to comply with this policy, the Company will appoint the Investigation Committee to proceed to find out the facts and punishment base on disciplinary penalties which may include termination of employment. This will also be reported to the Audit Committee and the Board of Directors for acknowledgment. However, the Company has no policy to demote, punish or cause negative effects on executives and employees who deny corruption where the activities may cause the company to lost a business opportunity.
3. The details are in accordance with the investigation procedures and penalties.

Procedures for whistleblowing or filing complaints

Topics that can be reported or filed as corruption complaints

1. Knowing of any corruption activity that is directly or indirectly related to the Company such as witnessing any person in the organization receiving or providing bribery from/to the government or private sector officers;
2. Knowing of activities that violate the Company's procedure or affect the internal control system that could be seen as an effort to corrupt.
3. Knowing of any activity that may cause a loss of the Company's benefit or the Company's reputational risk.
4. Knowing of any activity that is illegal, immoral, and against the business code of conduct.

Channels for reporting or filing corruption complaints

The Company has set up channels for receiving reports and providing guidance about the Anti-corruption Policy to staffs as follows:

Registered letter	Independent Directors of FNS Holdings Plc. 6th Floor, 345 Surawong Building, 345 Surawong Road Suriyawong, Bangrak, Bangkok 10500
Email:	id@fnsplc.com
Website:	www.fnsplc.com

The Complainant must specify details of the matter or issue of the complaints along with evidence or sufficient information for investigation.

Protection and Confidentiality Policy

To protect the right of the appellants and informants who raise genuine concerns, the Company will conceal the name, address, or any information that can identify the persons and keep the information provided by appellants and informants confidential by limiting the access to information to those responsible for investigating the complaints.

In the case that the complainant is filed against the directors, the Audit Committee will protect the appellants, witnesses, and those who collaborate with investigation from troubles, harms, or injustices

originated from giving oral evidence or information and requests for the appellants to file complaints directly to the Chairman of the Audit Committee.

The Chairman of the Audit Committee is responsible for giving discretionary orders as appropriate to protect the appellants, witnesses, and informants from troubles, harms, or injustices originated from reporting, filing complaints, giving oral evidence or information.

The Chairman of the Audit Committee has a power to assign other directors to act as him/herself in giving discretionary orders as appropriate to protect the appellants, witnesses, and informants. The designated directors must not be involved with the act that is reported or filed complaint directly or indirectly (for instance, the accused is his/her direct subordinate)

The persons in charge of the complaints have to keep the information, accusations, and documents of the appellants and informants confidential by not providing information to irrelevant persons unless prescribed by laws.

Investigation Procedures and Penalty

1. Upon receiving reports of policy violation, the Chairman of the Audit Committee will assess and investigate the facts.
2. During the investigation process the Chairman of the Audit Committee or proxy (the designated director) will keep the informants or appellants updated.
3. If the information or evidence gathered in the course of investigations finds the corruption complaints well-grounded, the Company will inform the accused of an allegation and give them the rights to defend themselves by providing information or evidences to prove that they are not involved with the alleged corruption activities.
4. If the accused had committed corruption and the acts are equivalent to misconduct in the Company's Code of Conduct, disciplinary proceedings will take place. Conviction on laws may be applied in case such acts violate the laws. In term of disciplinary action, the decision of the Chairman of the Audit Committee is considered final.
5. If the complaints are untruthful or the process of filing complaints, reporting, giving oral evidence or any information are found to be untruthful or made through wrong channels, employees or staffs of the Company that are involved will be subjected to disciplinary action. If the persons involved are outsiders and the Company was damaged by the acts, the Company will take legal action against the persons.

In case of complaints, the Audit Committee is responsible for receiving information, gathering data, and investigating the truth and reporting to the Board of Directors for assessing and making appropriate decision on disciplinary actions.

Publishing the Anti-corruption Policy

To inform people in the organization about the Anti-corruption Policy, the Company will

1. Post a notice of the Anti-corruption Policy in the appropriate places for easy access of everyone in the organization.
2. Publish the Anti-corruption Policy through the Company's communication channels such as website, email, and the next annual report (56-1).
3. Organize staff training on the Anti-corruption Policy for all new recruits.
4. Reconsider the appropriateness of the Anti-corruption policy on a yearly basis.

Monitoring and Review of Anti-Corruption Policy

The company monitors and reviews the suitability, adequacy and efficiency of the policy, and related regulations from time to time and will improve them to make them more appropriate and effective. The Audit Committee and the Board of Directors will independently consider the risk sufficiency of the measures and reveal the audit results in the annual report for shareholders to know. And regularly review this policy on an annual basis, or when there are significant changes

Recommendations on Anti-Corruption Policy

In the event that directors, executives and employees have suspicions that their actions may be in the scope of corruption or violates this policy, please consider the following before taking action or making a decision on that matter as follows:

1. Is it a legal act or in keeping with the regulations of the government and the company?
2. Does society accept that action? Can it be disclosed to society or not?
3. Is it an act that is against ethics, and may bring disgrace to the offender or others or to the reputation of the company now or in the future?

If unsure, provide the information or facts to your supervisor for consideration or you can ask the Corporate Secretary Office to participate in the consideration in order to proceed properly.

Enforcement

This policy shall be effective from 2 March 2026 onwards.

- Signed -

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(Mr. Vorasit Pokachaiyapat)

Managing Director

Approved by the resolution of the Board of Directors Meeting No. 1/2026 held on March 2, 2026