



## Anti-Bribery and Corruption Policy

Advanced Info Service Public Company Limited

As of 1<sup>st</sup> January 2019

## Message from Chairman of the Board of Directors and Chief Executive Officer

To: All Directors, Management, and Employees of the Company

Advanced Info Service Public Company Limited and its subsidiary are committed to conducting our business with integrity and transparency in accordance with good corporate governance principles. As part of this commitment, we are opposed to all forms of bribery and corruption and became a signatory to Thailand's Private Sector Collective Action Coalition against Corruption in order to foster cleaner business practices.

The Company has adopted a zero-tolerance policy towards bribery and corruption, and will not engage in acts of corruption and pay or accept bribes of any kind, either directly or indirectly. We are also committed to implementing and enforcing effective system to counter bribery and corruption.

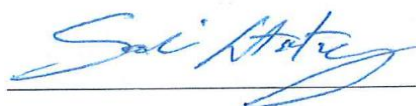
This Anti-Bribery and Corruption Policy is a supplement to our Code of Business Ethics. This Policy provides the directors, management and employees with rules and guidelines on how to behave when they are confronted with bribery and/or corruption. If anyone is unsure whether a particular act constitutes bribery or corruption, or has any queries about this Policy, they should raise the matter with their supervisor or the Ethics Committee.

The Board of Directors expects everyone at Advance Info Services Public Company Limited to uphold this Policy and strictly adhere to it.



(Mr. Kan Trakulhoon )

Chairman of the Board of Directors



(Mr. Somchai Lertsutiwong)

Chief Executive Officer

**Advanced Info Service Public Company Limited**  
**Anti-Bribery and Corruption Policy**

**1. Introduction**

- 1.1 Advance Info Services Public Company Limited and its subsidiaries (“the Company”) are committed to conducting business with integrity and transparency in accordance with good corporate governance principles. The Company is opposed to all forms of bribery and corruption as unethical behavior erodes free and fair competition, harms society and impedes economic development.
- 1.2 The Company became a signatory to *“Thailand’s private Sector Collective Action Coalition against Corruption: CAC”* with the objective to creating a coalition against corruption that will cooperate with civil society, the media, and international organizations to foster cleaner business practices.
- 1.3 The Anti-Bribery and Corruption Policy (“this Policy”) is a supplement to the Company’s Code of Business Ethics and has been approved by the Board of Directors.

**2. Objective**

This Policy is intended to:

- (1) State the Company’s zero-tolerance position on bribery and corruption;
- (2) Provide rules and guidelines for the company and its employees to prevent breaches of anti-bribery and corruption laws;
- (3) Set out monitoring and review procedures to ensure compliance with this Policy;
- (4) Encourage the Company’s employees to be vigilant and to report any suspicion of bribery and corruption through the secure communication channels provided.

**3. Scope**

- 3.1 This Policy applies to all directors, managements, and employees (collectively known as “the Employees”) of the Company.
- 3.2 The Company expects its joint venture companies to comply with this Policy in all material respects in the same manner as its subsidiaries
- 3.3 The Company expects all agents and other intermediaries associated with, or acting on behalf of, the Company to comply with this Policy.

#### 4. Definition

In this Policy, the words and expressions listed below shall have the meanings hereby assigned to them except where the context otherwise requires.

*“Bribery”* is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or immoral affecting the trust towards the company.

*“Corruption”* is the abuse of entrusted power for private gain.

Bribery and corruption can take many forms, including the provision or acceptance of:

- (1) Political Contributions
- (2) Charitable Contributions and Sponsorships
- (3) Facilitation Payments
- (4) Gifts and Hospitality

#### 5. Roles and Responsibilities

- 5.1 The Board of Directors has delegated responsibility to the Audit and Risk Committee for overseeing this Policy and its programme to ensure compliance with legal and ethical obligations.
- 5.2 The Ethics Committee has the primary responsibility for implementing this Policy and monitoring its effectiveness as well as handling any queries about interpretation.
- 5.3 All members of management are responsible for ensuring that everyone who reports to them has made aware of and understands this Policy through adequate and regular training sessions.
- 5.4 The Employees must uphold this Policy when performing their duties and shall communicate to their family members (e.g. parent, spouse, unmarried life partner, children including adopted children) regarding the principles of Anti-Bribery and Corruption Policy. Anyone who has any query concerning this Policy shall raise the question to his/her superior or the Business Ethics Committee in the case that anyone discovers or suspects violations of this Policy, he/she must immediately report them through either his/her superior or one of the channels established under the Company's *Whistle-blowing Policy*.

## **6. Policy and Procedures**

### **6.1 General**

- 6.1.1 The Company has adopted a zero-tolerance policy towards bribery and corruption. The Company has to comply with all applicable laws relevant to countering bribery and corruption in Thailand and in those overseas countries where the agents and other intermediaries conduct their business.
- 6.1.2 The Company will not be a party to corruption and will not pay bribes, either directly or indirectly. The Company is committed to implementing and enforcing effective systems to counter bribery and corruption.
- 6.1.3 The Employees are prohibited from engaging in acts of corruption, and paying bribes to, or accepting bribes from, public officials or private individuals including the personnel of companies with which the Company transacts business, either directly or indirectly, in order to obtain or maintain business or any other competitive advantage.

### **6.2 Political Contributions**

- 6.2.1 Political contributions are monetary or non-monetary support for political parties, individual politicians or political candidates. Non-monetary support includes loans or donations of equipment, free technical services including the Employees donating their time during working hours.
- 6.2.2 The Company has adopted a policy of political neutrality and generally does not make political contributions.
- 6.2.3 In exceptional circumstances, if a contribution is made to support the democratic system, it must not be prohibited under any applicable law or made with the expectation of favorable treatment in return. Before making a contribution, a requisition form naming the recipient(s) and describing the purpose of the contribution, along with all other supporting documents, must be submitted to the Board of Directors for approval.
- 6.2.4 The Employees are able to participate in political activities under the terms of the Constitution, but they must not claim the status of being an employee of the Company or use any of the Company's property or equipment for the purpose of political activities. If the Employees engage in political activities, they must take particular care not to imply that they are acting on behalf of the Company in any way.

### **6.3 Charitable Contributions and Sponsorships**

6.3.1 As part of its commitment to corporate social responsibility, the Company makes charitable contributions, whether by direct financial aid or services in-kind (such as providing knowledge and donating time), without demand or expectation of a business return, in a way that should generate positive publicity and a good corporate image.

6.3.2 Sponsorships differ from charitable contributions as they provide a channel for the Company to promote its business. Sponsorship can take various forms such as cultural events, the arts, and grants for education.

6.3.3 The Employees must be careful to ensure that charitable contributions and sponsorship are not used as a subterfuge for bribery. All charitable contributions and sponsorships must be transparent and provided in accordance with applicable laws.

6.3.4 Before making any contributions or sponsorships, a requisition form naming the recipient(s) and describing the purpose of the contribution or sponsorship, along with all other supporting documents, must be submitted to the Company's authorized persons for approval in accordance with the Company's Approval Authority.

### **6.4 Facilitation Payments**

6.4.1 Facilitation (or "grease") payments are small bribes made to government officials to secure or expedite routine or necessary actions which they are already required to perform.

6.4.2 It is the Company's policy not to make any facilitation payments. Facilitation payments can only be made in exceptional circumstances where the Employees face the threat of physical harm or believe that their lives are in danger. Such payments must be documented in writing and submitted to the Ethics Committee for review. Finally, the purpose and nature of these payments must be accurately recorded in the Company's books and records.

### **6.5 Gifts and Hospitality**

6.5.1 The Company recognizes that fostering good relationships with business partners is important to its continued success.

6.5.2 The giving of gifts and/or giving and receiving of hospitality to or from third parties is not prohibited if the following requirements are met:

- (1) It is not made with the intention of influencing, including or rewarding a third party in order to gain any advantage through improper performance, or in explicit or implicit exchange for favors or benefits;
- (2) It does not violate any relevant laws;
- (3) It is given in the Company's name, not the Employees' name;
- (4) It does not include cash or a cash equivalent (such as gift certificates or vouchers);
- (5) It is appropriate in the circumstances. For example, it is customary for small gifts to be given or received at New Year Festival;
- (6) It is an appropriate type and value, and given at an appropriate time. For example, if a business partner is engaged in a tendering process, the Employees must not give gifts and/or hospitality to that business partner;
- (7) It is given or received openly, not secretly.

6.5.3 The Employees shall avoid keeping small gifts provided for seasonal celebration or in traditional cultural practice and shall comply with the Company's Regulation concerning Acceptance of Assets from Business Partners.

## **6.6 Business Relationships**

### 6.6.1 Subsidiaries and affiliated companies

The Company will inform an anti-bribery and corruption programme to all its subsidiaries and affiliated companies over which it is able to exercise effective control, and encourage them to implement it.

### 6.6.2 Agents and other intermediaries

The Employees are prohibited from engaging any kind of agent or intermediary for the purpose of committing acts of bribery and corruption.

### 6.6.3 Suppliers and Contractors

The Company will conduct the procurement of goods and services in a fair and transparent manner, and will act with due care when evaluating prospective suppliers and contractors. The Company will make this Policy known to its suppliers and contractors, and whenever possible will reserve the right to terminate a relationship if it is discovered that the other party has paid bribes or acted corruptly.

## **7. Risk Assessment**

- 7.1 Risk assessment is the foundation of anti-bribery and corruption programme. To address the risks of bribery and corruption in the Company's business, all members of management must understand how their business procedures may expose them to such risks.
- 7.2 The management will conduct a bribery and corruption risk assessment on a regular basis (at least once a year) and review the existing mitigation measures to ensure they are appropriate.

## **8. Controls**

- 8.1 The Company will maintain an effective system of internal controls to counter bribery and corruption: these will include checks and balances over accounting and record-keeping practices and other business processes related to this Policy.
- 8.2 The internal control system consists of company-wide controls, as well as specific controls and procedures designed to address particular elements of corruption risks facing the Company.
- 8.3 Company-wide controls include the following: the Code of Business Ethics; the Anti-Corruption Management Statement; Internal Audit Department reviews; Legal Department oversight of contracts; Human Resources Department policies on staffing, compensation and disciplinary action; appropriate delegation of authority and segregation of duties; accurate and truthful financial accounting, reporting and record-keeping; and the Company's Ethics Hotline.

## **9. Record Keeping**

- 9.1 It is the Company's policy to follow the applicable standards, principles and laws for accounting and financial reporting.
- 9.2 All expenditure must be supported by documents. The retention and archiving of the Company's records must comply with all applicable laws and regulations.
- 9.3 No accounts must be kept "off-book" to facilitate or conceal improper payments. False, misleading, incomplete, inaccurate, or artificial entries in the Company's books, records or accounts are prohibited.



## 10. Human Resources

This Policy will be adopted by the Company's Human Resource Department and apply to all aspects of personnel management, i.e. recruitment, training, performance evaluation, remuneration and promotion.

## 11. Training and Communication

### 11.1 The Employees

The Company will provide anti-bribery and corruption training to all the Employees on a regular basis to raise awareness of this Policy, in particular the different types of bribery, the risks of engaging in bribery and corruption, and how to report any suspicious activity.

Each one of the Employees will receive a copy of this Policy and be advised that it can also be found on the Company's website [www.ais.co.th](http://www.ais.co.th) and intranet. The Employees will be informed whenever significant changes are made to this Policy.

Training regarding to this Policy is a part of the Employees' orientation before start working in the Company.

### 11.2 Agents, intermediaries, suppliers, and contractors

The Company's zero-tolerance policy towards bribery and corruption must be communicated to all agents, intermediaries, suppliers and contractors at the outset of every business relationship with the Company and as appropriate thereafter.

The Company encourages every person it deals with to adhere to similar standards of corporate responsibility.

## 12. Seeking Guidance

If the Employees are not sure whether a particular act constitutes bribery or corruption, or have any other queries regarding this Policy, they should immediately raise the matter with their supervisor or the Ethic Committee.

### **13. Raising Concerns (“Whistle-blowing”)**

Any suspicion or evidence of other Employees, or anyone acting for or on behalf of the Company, engaging in bribery and corruption must be immediately reported at the earliest possible opportunity through either the superiors or the channels provided in the Company’s *Whistle-blowing Policy*. All reports will be taken seriously.

### **14. Protection**

14.1 The Company is committed to ensuring that no Employees will suffer demotion or other adverse consequences, or incurs any kind of penalty, for refusing to pay bribes, even if this may result in the Company losing existing business or failing to secure new business. The Company believes that its zero-tolerance of bribery and corruption will add long-term value to its business. Furthermore, the Company will not tolerate any action by any person within the business attempting to threaten, harass or dissuade an individual who is intent on complying with this Policy.

14.2 If the Employees believe that they have suffered any unfair treatment as a result of complying with this Policy, they should immediately inform the Ethics Committee directly or the Head of Corporate Human Resources. If the matter is not remedied, it should be raised formally through the procedures laid down in the Company’s *Whistle-blowing Policy*.

### **15. Policy Violations**

15.1 The Employees who fail to comply with this Policy, including supervisor who ignore misconduct or are aware of misconduct but fail to deal with it, will be subject to disciplinary action up to and including termination of employment. Ignorance of this Policy and/or local laws is not an excuse for failure to comply.

15.2 Any agent, intermediary, supplier or contractor who violates the terms of this Policy, or knows of and fails to report potential violations to the Company’s management, or misleads investigators over potential violations, will face contract termination.

### **16. Related Policies**

These Policies shall be read in conjunction with the following documents issues by the Company:

- (1) Corporate Governance Policy

- (2) Code of Business Ethics
- (3) Whistle-blowing Policy
- (4) Employees' Regulation

## **17. Monitoring and Review**

- 17.1 The Ethics Committee must review this Policy on an annual basis and submit any proposed amendments to the Audit and Risk Committee for their review and to the Board of Directors for approval. The Ethics Committee will also monitor the implementation of this Policy and make recommendations accordingly. Any improvements will be made as soon as possible.
- 17.2 Internal control system and procedures will be reviewed periodically by the Internal Audit Department to ensure that they are effective in countering bribery and corruption. All review results will be discussed with relevant personnel and appropriate corrective actions will be reported to senior management and the Audit and Risk Committee.