

Origin Property Public Company Limited

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Samut Prakan 10270



Anti-Corruption Policy And Procedure

**Origin Property Public Company Limited
(the "Company")**

(Review and Approved by the Board of Directors at Meeting No. 8/2025 on November 14,2025.)

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MESSAGE FROM THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER

Origin Property Public Company Limited and its subsidiaries (the "Company") place great importance on, and are deeply committed to, conducting business with morality and ethics. We manage our operations with transparency in accordance with the principles of good corporate governance to ensure operational efficiency, social responsibility, and accountability to all stakeholders, thereby driving sustainable, long-term organizational growth.

The Company fully recognizes that corruption not only harms business operations, reputation, and corporate image, but also poses a major obstacle to the Company's sustainable growth and national development. Therefore, as a responsible member of society wishing to see Thailand free from corruption, the Company has joined the **Thai Private Sector Collective Action Against Corruption (CAC)** to demonstrate its intent and steadfast commitment to fighting corruption. Under this commitment, Directors, Executives, and employees are strictly prohibited from engaging in, accepting, or supporting any form of corruption, both directly and indirectly, covering all business units and related departments.

The Board of Directors considered and approved the 'Anti-Corruption Policy and Measures' (originally approved at the Board of Directors Meeting No. 8/2018, with the latest annual review and approval of this policy conducted at the Board of Directors Meeting No. 8/2025 on November 14, 2025). This policy outlines responsibilities and provides practical guidelines for all Directors, Executives, and employees to uphold and implement collectively. It also serves to communicate our commitment to transparent business practices to our business partners and associates, encouraging them to join our anti-corruption network.

This Anti-Corruption Policy and Measures constitutes an integral part of work discipline. Any Director, Executive, or employee who fails to comply will be subject to investigation and disciplinary action in accordance with Company regulations and relevant laws. Conversely, the Company will not demote, penalize, or adversely affect any employee who refuses to participate in corruption, even if such refusal results in a loss of business opportunities for the Company. Furthermore, the Company has established reporting and whistleblowing channels for individuals who witness or possess evidence of corruption within the organization, backed by mechanisms to ensure protection and fairness for whistleblowers and complainants. In addition, the Board of Directors requires regular reviews of this policy to ensure alignment with best practices and the anti-corruption requirements of the **Thai Institute of Directors (IOD)**.

On behalf of the Board of Directors and the Executive Team, we urge all Directors, Executives, and employees at all levels to study, understand, and strictly adhere to the guidelines set forth in this Anti-Corruption Policy and Measures. We sincerely hope that everyone will collectively foster an organizational culture that rejects corruption, thereby steering our organization toward stable, sustainable, and long-term growth, while contributing to a better, corruption-free society.

(Mr. Peerapong Jaroon-ek)
Director and Chief Executive Officer

(Mr. Chatchai Payuhanaveechai)
Chairman of the Board of Directors

Anti-Corruption Policy And Procedure

The Company is committed to conducting business with morality and ethics, managing its operations with transparency in accordance with the principles of good corporate governance to ensure operational efficiency, social responsibility, and accountability to all stakeholders.

Accordingly, the Company has established appropriate standards of conduct for the Board of Directors, Management, and employees regarding business ethics and staff code of conduct, which form a vital part of the Company's "Corporate Governance." Furthermore, the Company has joined the Thai Private Sector Collective Action Against Corruption (CAC) to demonstrate its clear intent and unwavering commitment to fighting all forms of corruption.

This Anti-Corruption Policy and Procedure has been established as a framework for all Directors, Executives, and employees, including those in subsidiaries and associates, to strictly uphold and follow, reflecting the Company's absolute intolerance for any form of corruption.

DEFINITIONS

"Corruption" means any act performed to secure unlawful benefits, whether through giving or receiving bribes, political contributions, gifts, hospitality, charitable donations, entertainment expenses, or other expenditures. This includes offering, promising, pledging, demanding, giving, or accepting money, assets, or any other inappropriate benefits, directly or indirectly, to or from government officials, state employees, government agencies, private entities, or any responsible individuals. Such actions are intended to induce those entities or individuals to act or refrain from performing their duties in order to acquire or retain unfair business advantages for the Company, oneself, family, friends, or acquaintances, or for improper business gain. This applies particularly to actions involving the abuse of power, legal violations, or any behavior implying corruption, except where permitted by law, local customs, traditions, or commercial practices.

"Bribe" means assets of value or any other benefits given to an individual or a group to induce them to perform, refrain from performing, or delay performing any act in violation of their official duties.

"Giving/Receiving Gifts, Hospitality, Entertainment, and Other Benefits" means offering or accepting gifts, tokens, rewards, or any other privileges to or from business associates with the intent to support business operations, promote the corporate brand, or enhance the Company's reputation. While these acts may build commercial credibility and strengthen business relations, they must not be intended to influence individuals to act dishonestly, illegally, or unethically.

"Charitable Donations and Public Benefit Contributions" means providing money, goods, valuables, or services in the form of donations.

"Political Contributions or Support" means providing financial support, goods, and/or participating in activities to secure an unfair commercial or business advantage.

"Sponsorship" means financial support paid for the purpose of business, branding, or the Company's reputation.

"Conflict of Interest" means a situation where a person in a position of trust faces a clash between their personal interests and professional duties, rendering them unable to perform their duties objectively. In other words, it is a conflict between personal interest and public interest—a scenario where personal benefits influence decisions or the execution of official duties, resulting in an adverse impact on the collective interest. Examples include using one's position to benefit oneself or associates, or engaging in overlapping interests.

"Facilitation Payment" means small, unofficial payments made to government officials or state employees solely to ensure that they perform routine, non-discretionary processes or to expedite services to which the legal entity is already entitled by law, such as applying for permits, requesting certificates, or obtaining public services.

"Employment of Government Officials or State Employees" (Revolving Door) means hiring government officials to work for the Company, or sending Company personnel to work on public policy sectors, which creates a conflict of interest for individuals holding roles in both organizations.

"Subsidiaries and Associates" means the subsidiaries and associated companies of Origin Property Public Company Limited.

"Company Director" means a director of Origin Property Public Company Limited, as well as directors of its subsidiaries and associated companies.

"Employee" means permanent employees, probationary employees, daily-wage workers, and special contract workers employed by the Company in exchange for wages.

"Government Official or State Employee" means political office holders, civil servants, or local government officials holding permanent positions or receiving regular salaries; employees or personnel in state enterprises or government agencies; local executives and local assembly members who are not political office holders; officers under the local administration law; and includes directors, sub-committees, employees of government departments, state enterprises, or government agencies, as well as individuals or groups exercising or assigned to exercise state administrative power to execute specific legal actions, whether established within the civil service system, state enterprises, or other state affairs.

"Business Partner" means any person who engages in transactions with the Company to support or promote the Company's business.

"Business Associate" means any individual or legal entity with whom the Company maintains business relations, including governments, public sector agencies, and private organizations.

ANTI-CORRUPTION POLICY

The Company maintains a strict policy against all forms of corruption. Directors, Executives, and employees at all levels are prohibited from executing, accepting, or supporting corruption through demanding, accepting, or participating in corrupt practices, whether directly or indirectly, for the benefit of the organization, themselves, family, friends, or acquaintances, or for any business gain.

This policy spans all business operations and related departments of the Company. It forbids inducing any individual to act or refrain from performing their duties to acquire or retain inappropriate business benefits.

The Company will not demote, penalize, or adversely affect any employee who refuses to engage in corruption, even if such refusal causes the Company to lose business opportunities. Compliance with this Anti-Corruption Policy will be reviewed regularly to align with business shifts, rules, regulations, legal mandates, and high moral standards. Any violation that aids, abets, or cooperates with corruption will be subject to disciplinary action according to Company regulations and/or relevant legal penalties.

ROLES AND RESPONSIBILITIES

1. **The Board of Directors:** Responsible for reviewing, defining, and approving the Anti-Corruption Policy, and overseeing an effective anti-corruption support system to ensure that Management recognizes its importance and embeds these measures into the organizational culture.
2. **The Audit Committee:** Responsible for overseeing internal controls covering finance and operations, financial reporting, and accounting systems. It ensures the adequacy of risk management, internal audit, and control systems, verifying that anti-corruption measures comply with Company policies, regulations, and relevant laws to ensure rigorous, appropriate, and efficient operations. It also oversees a transparent and fair whistleblowing and complaint system for all parties, reviewing preventive and corrective measures before presenting them to the Board of Directors.
3. **The Risk Management Committee:** Responsible for overseeing and supporting risk management activities related to anti-corruption, defining guidelines to prevent and mitigate risks, and reviewing corruption risk management measures to ensure they remain adequate and appropriate.
4. **The Chief Executive Officer:** Responsible for implementing the Anti-Corruption Policy by establishing systematic anti-corruption operations, promoting and supporting the policy across all employees and related parties, and reviewing the suitability of related systems and measures to adapt to changing business climates and circumstances.
5. **The Internal Audit Department:** Responsible for auditing and reviewing operations to ensure they comply with policies, guidelines, procedures, and laws. This ensures that control systems are robust, appropriate, and sufficient against potential corruption risks, with findings reported directly to the Audit Committee.
6. **The Legal Department:** Responsible for providing counsel and recommendations on anti-corruption matters, monitoring compliance, and disseminating knowledge to foster understanding of anti-corruption practices.
7. **The Anti-Corruption Risk Management Working Group:** Responsible for developing risk assessment systems and coordinating internal units to evaluate corruption risks. It compiles and summarizes risk control measures to present to the Risk Management Committee, and regularly reviews corruption risks against changing conditions.
8. **The Human Resources Department:** Responsible for educating, building understanding, and promoting compliance with the Anti-Corruption Policy among all levels of employees, ensuring it becomes part of the corporate culture. It ensures that no employee is demoted, penalized, or

negatively affected for refusing to engage in corruption, even if it leads to lost business opportunities. It also defines appropriate disciplinary actions for violators on a case-by-case basis.

9. **Executives, Managers, and Supervisors at All Levels:** Responsible for encouraging, promoting, and monitoring subordinates to ensure their work aligns with the Company's Anti-Corruption Policy. They must lead by example, review the suitability of systems and measures against business shifts, regulations, and legal requirements, and operate with transparency and integrity.
10. **All Employees, Representatives, or Temporary Contract Workers:** Acting on behalf of the Company are required to strictly adhere to this policy, integrating anti-corruption principles into their operational routines across the organization.

ANTI-CORRUPTION MEASURES & OPERATIONAL GUIDELINES

The Board of Directors, Executives, employees at all levels, and all related parties, including individuals or entities acting on behalf of the Company or temporary contract workers, must strictly comply with the Anti-Corruption Policy and the Company's Business Code of Conduct, as follows:

1. General Guidelines

1. Directors, Executives, and employees shall not commit or support fraud or corruption under any circumstances and must strictly adhere to anti-corruption measures.
2. Foster an organizational culture rooted in honesty and a commitment to fairness.
3. Provide communication and training to internal personnel to promote integrity in their duties and encourage them to apply the principles and ethics of good corporate governance throughout the organization.
4. Incorporate the Company's commitment to anti-corruption measures into human resource management processes, including recruitment, selection, training, performance evaluation, compensation, and promotion.
5. Maintain internal audits to ensure internal control systems help the Company achieve its goals, verify compliance across all units, identify deficiencies or weaknesses, and offer recommendations to enhance operational efficiency in line with good corporate governance and anti-corruption policies.
6. Ensure fairness and maximum protection, within the Company's authority, for employees who refuse or report corruption related to the Company.
7. Cooperate with the public sector by requiring all units contracting with the government to disclose revenue and expenditure accounts to the National Anti-Corruption Commission (NACC).
8. This Anti-Corruption Policy and Guidelines complement the Code of Conduct approved by the Board of Directors and form part of work discipline. Any individual who neglects, omits, or intentionally fails to comply with these guidelines will be deemed to have committed a disciplinary offense, subject to Company penalties and potential legal prosecution if the act violates the law.

2. Guidelines for Receiving and Giving Gifts, Tokens, and Hospitality

2.1.1 Receiving Gifts, Tokens, and Hospitality

1. Prohibit the solicitation or acceptance of any form of bribe in exchange for improper business benefits, and prohibit assigning others to accept bribes on one's behalf.

2. Directors, Executives, and employees must not solicit or accept gifts, hospitality, or other expenses from customers, business partners, or stakeholders under any circumstances if it might bias their decisions, cause discomfort, or create a conflict of interest.
3. Receiving items, gifts, tokens, or hospitality during traditional gift-giving seasons or customs is permissible provided the value does not exceed **3,000 Baht**, and/or it is necessary to maintain good relations between individuals or organizations.
4. Requesting support in the form of money or goods for promotional purposes, which does not constitute bribery or improper personal gain, may be conducted on a corporate-to-corporate basis, subject to signed approval from a department manager level or higher.
5. Executives from the department manager level or higher shall act as corporate representatives to accept items or benefits and must forward them to the Corporate Social Responsibility (CSR) unit within **3 business days** of receipt.
6. To prevent conflicts of interest, unauthorized employees are strictly prohibited from acting as representatives to accept items or benefits.
7. If an item or benefit beyond the specified criteria cannot be refused and must be accepted, it must be reported to a supervisor at the department manager level or higher, and the item must be forwarded to the Human Resources (HR) department for appropriate handling, with a recorded log of the item and its disposal.

2.1.2. Giving Gifts, Tokens, and Hospitality

1. Prohibit giving or authorizing others to give any form of bribe in exchange for improper business benefits. Giving items, gifts, tokens, or hosting entertainment during customary festivals or traditions that do not create conflicts of interest or violate legal restrictions is permitted up to a value of **3,000 Baht (Three Thousand Baht)**, or as appropriate for the recipient. This requires prior approval from supervisors according to authorized limits, and the recipient must be clearly identified in the expense request.

3. Guidelines for Charitable Contributions and Sponsorships

1. Must be transparent, legally compliant, morally sound, and must not cause public or social harm.
2. Charitable donations, public benefit contributions, and sponsorships must never be used as a pretext for bribery.
3. Approvals for donations and sponsorships must follow authorized procedures, clearly stating the receiving organization, purpose, date, and value of goods/services, along with documentation about the organization (e.g., list of founders, directors).
4. Verifiable evidence of receipt, such as an official receipt or a letter of appreciation, must be obtained.
5. In case of doubt regarding legal implications, written counsel must be sought from the Legal Department; other significant matters shall be left to Management's discretion.

4. Guidelines for Political Contributions or Support

1. The Company maintains a policy of political neutrality and does not participate in or favor any political party.
2. Company resources shall not be used to provide direct or indirect support to any political party or politician unlawfully or in a manner leading to bribery.
3. While the Company supports the constitutional rights and political freedoms of its personnel, employees must not use Company resources or engage in political activities that tie the Company to political entities or cause corporate damage.

5. Guidelines for Facilitation Payments

The Company has a strict policy against making facilitation payments of any kind, whether directly or indirectly. We will not execute or accept any actions in exchange for business facilitation.

6. Guidelines for the Employment of Government Officials (Revolving Door)

1. The Company does not hire or appoint active government officials or state employees to positions that may cause conflicts of interest or serve as a reciprocal benefit.
2. A cooling-off period of **2 years** (or as specifically required by law) is mandated before appointing former government officials, state employees, or individuals who previously worked directly for regulatory agencies related to the Company.
3. Background checks must be conducted on candidates or former government officials during the recruitment process for advisory, director, or senior executive roles to identify potential conflicts of interest.
4. The names and profiles of former government officials appointed as advisors, directors, or senior executives must be disclosed along with the rationale for their appointment in the Company's Annual Report.

7. Guidelines for Preventing Conflicts of Interest

1. Management must be guided by integrity and ethics, fostering these values at all levels and monitoring or resolving any conflicts of interest within the Company.
2. Employees must dedicate their full effort and time to the Company's affairs. If external work is necessary to supplement income or for other purposes outside working hours, such work must:
 - a) Not violate the law, public order, or good morals.
 - b) Not conflict with the Company's interests.
 - c) Not compete with or match the business nature of the Company.
 - d) Not harm the reputation or business of the Company.
 - e) Not involve the use of Company secrets.
 - f) Not impact the performance of one's official duties.

3. When hiring individuals who previously worked for competitors or the government, the Company must verify and request any confidentiality agreements they hold. The Company must not induce them to breach agreements with competitors or governments, which could lead to litigation. Government official hiring must comply with the guidelines defined in Clause 5.6.
4. Personnel must avoid clashes between personal interest and Company interest when dealing with partners and third parties.
5. Personnel shall not operate a business of the same nature that competes with the Company, whether for personal benefit or others, nor be a dominant shareholder influencing management to the detriment of the Company, nor join as a partner, decision-making shareholder, or executive in competing businesses. If unavoidable, it must be reported to a supervisor immediately.

8. Guidelines for Human Resources Management

1. Integrate this policy into personnel management processes, including recruitment, selection, promotion, training, and performance evaluation.
2. Mandate supervisors at all levels to communicate and align with employees to enforce the policy effectively within their business activities.
3. Directors and Executives must lead by example, encouraging employees to embrace anti-corruption measures as part of the organizational culture.
4. The Company will not demote, penalize, or negatively impact employees who refuse corruption, even if it leads to lost business opportunities.
5. Directors, Executives, and employees must not ignore or turn a blind eye to potential policy violations. The Company provides whistleblowing channels and safety protections for reporters, ensuring they are protected when seeking guidance or reporting information.
6. This policy forms part of work discipline. Neglect or intentional non-compliance constitutes a disciplinary offense, subject to Company penalties and potential legal action.

9. RISK ASSESSMENT

The Company shall assess corruption risks across its various transactions and processes. The anti-corruption risk management policy must be reviewed **at least once a year**, and existing risk management measures must be adjusted to prevent or reduce risks to an acceptable level.

10. INTERNAL CONTROL SYSTEMS AND FINANCIAL REPORTING

10.1. Financial Statements: The Company's Management is responsible for preparing accurate, complete, and timely financial reports in compliance with accepted accounting standards.

10.2. Internal Control Protocols: Establish internal control systems to provide reasonable assurance regarding operational efficiency, financial report reliability, and compliance with policies and regulations, as follows:

1. Define clear, written regulations and operational procedures.

2. Delegate clear spending approval authorities and financial limits.
3. Ensure all accounting entries, receipts, payments, and expenses are backed by clear documentation, approved according to authority levels, and recorded accurately and promptly according to Company rules.
4. Prohibit false, unprincipled, incomplete, or inaccurate entries, and forbid book-cooking or off-balance-sheet accounts used to facilitate or conceal improper payments.
5. Retain accounting records and source documents systematically in line with Company rules and relevant laws. When retention periods expire, responsible staff must destroy them using methods appropriate to each document type.
6. Create internal mechanisms to monitor financial reporting compliance with accounting standards, and refine workflows across all sections to combat corruption and misconduct.
7. Cultivate discipline and awareness of integrity, transparency, and ethics, ensuring management and employees collectively protect the organization from corruption.
8. Encourage subsidiaries, associates, agents, brokers, and partners to adopt these guidelines and remain corruption-free.

11. TRAINING AND COMMUNICATION

11.1. Communication Channels

1. Communicate and publicize the Anti-Corruption Policy and guidelines to all stakeholders, including Directors, Executives, employees, and related groups.
2. Communicate the penalties for non-compliance, alongside the commitment that no demotion, punishment, or negative consequences will target those who reject corruption, even at the cost of business opportunities.
3. Disclose the Company's Anti-Corruption Policy and measures to the public.

11.2. Training Programs

1. Provide orientation and training on anti-corruption policies and measures for Directors, Executives, and employees.
2. Encourage Directors and Executives to participate in educating employees, serving as role models for policy compliance.
3. Publicly disclose information regarding the Company's anti-corruption policies and measures.

11.3. Inquiries and Counseling

For doubts or suggestions aimed at improving anti-corruption measures, consult or report to supervisors or the head of the audit unit for proper joint consideration.

11.4. Compliance Discipline

The Company views anti-corruption ethics and practices as strict discipline. Violators will face penalties under Company regulations and/or applicable laws.

12. GOVERNANCE AND INTERNAL AUDIT

1. The Board of Directors encourages Management to attend Board meetings to share insights or present reports on issues, fostering effective and efficient resolutions.
2. The Internal Audit Department is assigned to track and review the suitability, adequacy, and effectiveness of anti-corruption measures. It shall discuss refinements with relevant management and report review results to the Audit Committee and/or the Board of Directors **at least once a year**.
3. The process for reporting audit results and urgent matters is defined as follows:
 - a) The Internal Audit Department must report audit findings and issues to the Audit Committee and notify related parties.
 - b) If an urgent matter is uncovered, the Internal Audit Department must immediately report directly to the Chairman of the Audit Committee and/or the Chief Executive Officer.
 - c) The Audit Committee will subsequently report significant audit findings to the Board of Directors.

13. PENALTIES FOR VIOLATIONS

1. Directors: If a Company Director violates or fails to comply with this policy, the Company shall promptly appoint an investigation committee consisting entirely of independent directors to establish the facts. If the director under investigation is an independent director, they are barred from joining that specific investigation committee. The committee shall review facts and surrounding circumstances, presenting its report and recommended penalties to the Board of Directors for consideration. If the violation breaks the law, legal penalties will apply.

Subsidiary Clause: If the offender is a director of a subsidiary/associate that lacks independent directors, the Chairman of that subsidiary/associate shall join the investigation committee, unless they are involved in the misconduct. In such cases, the Board of Directors shall appoint an unrelated director to serve instead. The committee will submit its findings and recommended penalties to the respective subsidiary/associate's board for consideration.

2. Executives and Employees: If an Executive or employee violates this policy, they will face disciplinary action based on the facts and circumstances. Legal penalties will also apply if the violation is unlawful.

14. WHISTLEBLOWING & COMPLAINT MECHANISMS

The Company has defined systematic, transparent, and fair guidelines for investigating complaints under its Whistleblowing Policy, ensuring reporters can trust the process. Reports can be made through multiple channels without disclosing one's identity, and will be kept strictly confidential:

1. By Registered Mail:

Attention: Chairman of the Audit Committee

Company: Origin Property Public Company Limited

Address: 20th Floor, Bhiraj Tower at BITEC, 4345 Bang Na Sub-district, Bang Na District, Bangkok 10270

2. By Email: Whistleblower@origin.co.th

3. Via Web Portal: www.origin.co.th

All complaints shall be treated as strictly confidential. Whistleblowers or complainants may submit complaints or whistleblowing reports through multiple channels and are not required to disclose their identity.

15. POLICY REVIEW AND AMENDMENT

The Company requires a review of this policy **at least once a year**, or upon changes to laws, regulations, or directives from government sectors, the Stock Exchange of Thailand (SET), and the Securities and Exchange Commission (SEC). Revisions must be presented to the Audit Committee for endorsement and submitted to the Board of Directors for approval.

This policy shall be effective from November 14, 2025 onwards.

(Mr. Peerapong Jaroon-ek)
Director and Chief Executive Officer

(Mr. Chatchai Payuhanaveechai)
Chairman of the Board of Directors