



บริษัท แอร์โรเฟล็กซ์ จำกัด
亚罗弗国际有限公司
AEROFLEX CO., LTD.

Internal Manual

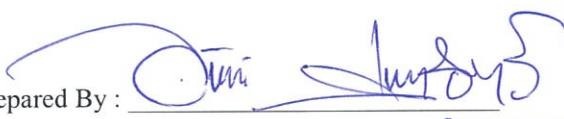
AFCT-IM-MD-006

Anti-bribery and Anti-corruption Policies

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for Sustainability Department


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1. Introduction

1.1 Aeroflex Co., Ltd. operates business with morality, loyalty, transparency and responsibility to society and all groups of stakeholders in compliance with good corporate governance and good governance principles. In addition, the Company holds on to oppose all types of bribery and corruption with the awareness that corruption is the serious disaster destroying the free and fair competition, and causes damage to the economic and social development system.

1.2 Aeroflex has joined in signing the declaration of affirmation “Private Sector Collective Action against Corruption (CAC)” in order to demonstrate our will and commitment to cooperate in creating clean business standards without bribes and corrupt practices.

1.3 Aeroflex focuses on encouraging the personnel at every level to adopt and abide by Anti-bribery and Anti-corruption Policies. Moreover, the Company also focuses on creating people as good people of society with loyalty and morality.

1.4 These Anti- bribery and Anti-corruption Policies are an extension of the Code of Business Conduct of Aeroflex Co., Ltd. and have been approved by the Board of Directors.

2. Objectives

The objectives of these policies are:

1.1 To express the position of the Company, the Board of Directors, the executives, and personnel at every level in fighting against all types of bribery and corruption, both directly and indirectly.

1.1 To be the criteria and guidelines for personnel, covering all activities, and every department in the Company.

1.2 To set up monitoring and supervising process to ensure strict compliance with these policies.

1.3 To support support all parties and stakeholders to be informed about Anti-bribery and Anti-corruption Policies.

1.5 To encourage personnel to monitor and report the presence of bribery or corruption through secure communication channels.



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3. Scope

- 3.1 These Anti-bribery and Anti-corruption Policies are applied to the Board of Directors, all executives and personnel.
- 3.2 This Anti- Bribery and Anti-Corruption Policy is applied to all subsidiaries that are under control by the parent company.
- 3.3 The Company expects agents and other relevant business intermediaries being on behalf of the Company to comply with these policies.

4. Definitions

Any texts or words used in these policies have the following meanings unless the message is expressed or otherwise described.

“**The Company**” means Aeroflex Co., Ltd. and its subsidiaries.

“**The Board of Directors**” means director of Aeroflex Co., Ltd. and director of subsidiary companies according to the certificate of juristic person.

“**Executives**” mean assistant / associate / Managing Director at the director or manager level.

“**Related persons**” mean personnel, employees, intermediaries, consultants or those who work for the Company.

“**Stakeholders**” mean shareholders, customers, partners, competitors, public sector, and community.

“**Relative person**” means parents, descendants, siblings with the same parents, or siblings with the same father or mother, uncles, aunts, spouses or descendants of spouses, adopted children, or adopters

“**Family member**” means spouses, children, parents, siblings with the same parents, or siblings with the same father or mother.

“**State authorities**” mean the persons holding political positions, civil servants or local employees, who have positions or regular salaries, employees or persons employed in state-owned enterprises or government agencies, local executives and local councilors who are not the persons holding political positions, officers under the law of



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local governing characteristics, and including any director, subcommittee, employee of any government agency, state enterprise or governmental agency, and an individual or group of persons who exercises or empowers to exercise the authority of the state in any of the legal proceedings, whether established in bureaucracy, state enterprises or other state affairs.

“Government Official” means to a person who is or was a Government Official / Politician / Government agency consultant and has come to work for the private sector, which may be based on a relationship or use inside information to benefit private companies or cause conflicts of interest in performing duties of government agencies or business regulators with companies under supervision. The result of that action aims to gain an unfair business advantage, or establishing a policy that favors the private sector that former government officials work for.

“Corruption” means the misuse of the acquired power or property for the benefit of oneself, family, friends, acquaintances or other interests, by causing damage to the interests of others, either in the act of dishonest intent or in any form, by offering, pledging, giving or receiving bribes, or claiming interest as an incentive, such as giving gifts or services, providing cash or cash equivalents, loans, reward, compensation, entertainment or other benefits, including bribes to government officials; and corruptions between units of the private sector in order to make a person do something that is illegal or contrary to good morals, as well as the use of the power acquired by the position, duties, and /or use of the information derived from the Company's work duties that is beneficial to themselves and / or others to obtain money, property, other benefits that are not appropriate to business, or any wrongful self interest and /or of others, both directly and indirectly, including any action that conflicts with ethics.

“Bribery” means the offer to give, the promise to give, the giving, the acceptance of any request for something valuable that affect one's decision to act, including a claim of interest as an incentive for a person to commit any act that is unlawful, unethical, or destroys trust.

“Charitable contributions” mean the donation of money, things, or anything else that can be monetized to an organization, or a public charity without hope of getting something in return.



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“**Sponsorships**” mean money that is paid or received, things that are given or received, any other rewards that are given or received, which can be monetized, from customers, business partners for the reason of public relations and business purposes, or branding, which is a way of building a brand image, credibility, and reputation for the Company, which is different from charitable donations.

“**Gifts**” mean money, property, things of financial value, cash substitutes, things exchanged for goods or other benefits provided to create a good relationship or as a reward, to willingly give as a remuneration or welfare, including a privilege to receive the services/entertainment and expenses for traveling, voyaging, accommodations, food, or other facilities in the same type, and ticket or other evidence, prepayment or reimbursement later.

“**Political contributions**” mean the support in the form of money or things for political parties, politicians, or political candidates; non-monetary support, including lending or donating equipment; providing free technology services and encouraging personnel to participate in political activities on behalf of the Company to gain a direct and indirect commercial advantage. This does not include personnel participating in political activities under personal freedoms and will not strictly impersonate any personnel of the Company or use any of the Company's property, equipment or tools for any political purpose.

“**Facilitation payments**” means the small expenditures paid to government officials informally to ensure that the government officials will follow the process or as a stimulus performance to perform faster where the process does not require the discretion of government officials. And it is an act of duty that the government official should perform, and it's a legitimate act as well as the rights that a juristic person should already have under the law.

“**Conflict of interest**” means the conflicts of personal interests such as Board of Directors, executives, employees including relatives and family members who have conflicts with the company's interests either directly or indirectly in seeking benefits for oneself or others by virtue of any action in the authority of the Company as a result to such persons cannot exercise discretion in performing their duties or any action objectively and straightforwardly in order to maintain the common interests of the Company fully until affecting the overall interests of the organization.

“**Revolving door**” means that people from the government go to work in the private sector or people in the private sector come to work in government policy, this may cause a risk of corruption in terms of conflicts of interest of



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individuals who have roles in both organizations to destroys the image of credibility and integrity in the performance of duties or the formulation of government policies, resulting in government officials acting not neutral, or people in the private sector trying to push the government policies in favor of their organizations.

5. Duties and responsibilities

5.1 The Board of Directors

1. To set policies and supervise the measures and systems to effectively support the anti-bribery and anti-corruption.
2. To be advisors for the Managing Director to tackle bribery and corruption issues that will affect the Company.
3. To act as a role model by demonstrating loyalty, morality, commitment to fighting against all types of bribery and corruption.
4. To support independent agencies in the prevention and suppression of bribery and corruption, such as the Audit Committee, the internal audit department, and / or external regulators.
5. To build and cultivate organizational culture about effective corporate governance in order to be the organization which is free from bribery and corruption.
6. To communicate and emphasize the objectives of the Board of Directors in the Anti-Bribery and Anti-Corruption Policies to all personnel at every level, so that they recognize and strictly practice.

5.2 The Audit Committee

1. To review financial and accounting reporting systems, internal control systems, internal audit systems, and the risk management associated with the risks of bribery and corruption in order to ensure the Company's operations are concise, effective, and comply with generally accepted accounting standards.
2. To receive a complaint or clues of a fraudulent, bribery, or corruption that individuals in the organization is involved; to carry out the investigation or assign the relevant person to conduct



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the inspection as notified, and then present the subject of the investigation to the Board of Directors to jointly consider the punishment or the problem solutions.

5.3 The internal audit department

1. To implement the internal audit plan.
2. To present a report on the audit of the internal control system, the risk assessment of the corruption arising from the internal audit to the Audit Committee.
3. To verify corporate corruption in addition to the internal audit as assigned by the Audit Committee.

5.4 The Managing Director

1. To consider approving the Anti-bribery and Anti-corruption Policies and then communicate to personnel in the organization and its stakeholders.
2. To review the appropriateness of Anti-bribery and Anti-corruption Policies to be in line with the change in business and environment at that time to comply with legal requirements.
3. To appoint and delegate the Anti-bribery and Anti-corruption Working Group to monitor the policies and measures against bribery and corruption in order to ensure that the Company complies with the laws and defined ethics.
4. To provide support, assistance, and convenience in all matters to ensure the smooth implementation of effective Anti-bribery and Anti-corruption Policies.
5. To appoint a person and assign that one to conduct random behavior checks on bribery and corruption; and to investigate the facts from the received clue and report on bribery and corruption occurred in the process.
6. To assign the manager in each department to promote and encourage personnel to comply with the Anti- and Anti-corruption Policies; including to report the result to the Managing Director then to report to the Board of Directors and the Audit Committee according to the agenda.

5.5 The Anti-bribery and Anti-corruption Working Group

1. To supervise the policies and measures against bribery and corruption, and to ensure that the Company complies with all applicable laws and ethics.
2. To monitor the effectiveness of these Anti-bribery and Anti-corruption Policies.



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3. To provide training or activities to raise the awareness of personnel against bribery and corruption, as well as to clarify, answer and interrogate in case of doubt.
4. To communicate to both internal and external personnel about Anti-bribery and Anti-corruption Policies.

5.6 The executives

1. To practice, to promote ethics and morality as a good example for personnel to follow.
2. To supervise the implementation of Anti-bribery and Anti-corruption Policies to ensure that all subordinates comply with these policies.
3. To identify operational process, documentation to be clear as the evidence of verification in order to prevent bribery and corruption.
4. To encourage personnel to have organizational culture which is free from bribery and corruption, and to motivate subordinates to perform their duties with loyalty, sacrifice for the common good, and fight against bribery and corruption.

5.7 The personnel

1. To be obliged to obey the policies, rules, regulations, and orders about corruption prevention and suppression, including creating the organizational culture to be free from bribery and corruption, and behave in line with morality and ethics, and to be good personnel of the Company.
2. In case of suspicion or witnessing a violation of the Anti-bribery and Anti-corruption Policies, it must be reported to the supervisor or through the reporting channels set forth in these policies on clues and complaints.
3. To support and cooperate in the prevention and suppression of the bribery and corruption.

6. Policies and guidelines

6.1 General chapter

- 6.1.1 The Company's policies are against bribery and corruption (Zero Tolerance Policy), everyone must completely abide by all laws relating to Anti-bribery and Anti-corruption in Thailand.



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- 6.1.2 The Company is committed to create organizational culture on anti-bribery and anti-corruption in every type, and will not engage in bribery and corruption both directly and indirectly, and is committed to bring effective systems to fight against bribery and corruption nowadays and in the future.
- 6.1.3 The Board of Directors, executives, and personnel at every level must comply with the Company's Anti-Bribery and Anti-Corruption and Business Ethics Policies, without engaging or participating in bribery and corruption either directly or indirectly in order to acquire or retain business or competitive advantage.
- 6.1.4 The Board of Directors, executives, and personnel at every level should not neglect or ignore any action on bribery and corruption related to the Company, by notifying their supervisor or persons responsible; then cooperates in investigating the facts. In case of doubt, they should consult the supervisor or the designated person to monitor the operation following the Code of Conduct or Anti-bribery and Anti-corruption Policies through various channels.
- 6.1.5 These Anti-bribery and Anti-corruption Policies cover the human resources management process, ranging from the recruitment procedure, the promotion of jobs, the development of training, the performance evaluation, and the rewarding for personnel by requiring supervisors in every level to communicate with subordinates in order to apply these policies in their responsible activities, and to supervise the practice to be effective, transparent, loyal, fair, and non-discriminatory.
- 6.1.6 The Company will ensure fairness and protection for those who refuse the bribery and corruption or provide clues or information related to the Company by applying measures to protect complainants or collaborators in reporting bribery and corruption as defined in these Anti-bribery and Anti-corruption Policies.
- 6.1.7 Corrupt persons are guilty of misconduct in accordance with the Company's Code of Conduct on personnel management, which will be considered for disciplinary action, this may include legal punishment if the law is violated under Section 123/5 of the Constitution Act on Prevention and Suppression of Corruption BE 2542 (AD 1999) (with the amendments)



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- 6.1.8 The Company recognizes the importance of disseminating knowledge and understanding to the Company's personnel, as well as other people in performing relevant duties, which may have an impact on the Company and its stakeholders who have to comply with these Anti-bribery and Anti-corruption Policies.
- 6.1.9 The Company arranges a sub cash-withdrawal procedure by setting the approval limits for each job, according to the Authorization Handbook (AFCT-IM-MD-004); the disbursements must include clear documentation of disbursements in order to prevent undeclared work on bribery and corruption, and prevent political or financial assistance to businesses with other hidden purposes, which would imply as the bribery and corruption for any kinds of benefit.
- 6.1.10 The Board of Directors, executives, and personnel of the Company are supposed not to accept or give gifts, entertainment, hospitality, accommodation and travel expenses, and other unnecessary and inappropriate expenses to state authorities or business associates. In case of receiving the gifts which are worth more than usual on a customary occasion, the Board of Directors, executive or personnel should refuse to accept such gift and report it to the superiors in accordance with the hierarchical order.
- 6.1.11 The Company sets a risk management measure to prevent bribery and corruption by identifying high-risk events that are likely to result in bribery and corruption in business operations; also assess the risks, opportunities and impacts on the organization; including always follows up on the progress of risk management to prevent bribery and corruption by reviewing the risk management measures at least once a year to be appropriate to control the risk to be in the acceptable level.
- 6.1.12 The Company recognizes the importance of communication, dissemination of knowledge and understanding about Anti-bribery and Anti-corruption Policies, including clues and complaint channels to personnel inside and outside the organization, related people and stakeholders in order to strictly implement and understand these policies.
- 6.1.13 The Company emphasizes on the importance of listening, receiving complaints from individuals within the organization or from outside parties. The Company considers this as a tool to monitor, follow up or verify the business operation of the Company.



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6.1.14 If the personnel have doubts or evidence that any personnel or person acts on behalf of the Company has been involved in bribery or corruption, that one must report immediately to the supervisor or through the report channels according to the Anti-bribery and Anti-corruption Policies. Once the Company has received the report, it will take immediate and serious action and will not impose any punishment on personnel who provides information in good faith.

6.1.15 Stakeholders and related parties can report urgently or complain when they find clues about bribery and corruption issues to the chairman of the executive committee, the Audit Committee, or the Board of Directors through various channels.

6.1.16 Reporting clues or complaints to the Company is the way to prevent risks and to enhance the effectiveness of early warning system mechanisms. This will lead to the prevention of possible damage to stakeholders and improve the efficiency of the Company's operations to be better.

6.2 The political contributions

6.2.1 The Company has a policy of political neutrality, not giving the support or acting toward any particular political party or politician.

6.2.2 The Company does not provide financial or other support to political parties, politicians, or political candidates both directly or indirectly for the purpose of political assistance as defined in the definition of political distributions, for facilitating the business outcome for the Company.

6.2.3 In case that the Company wishes to support the activities that promote democracy organized by the Central government , such support should not be contrary to the related law and should be without the expectation to receive special consideration in order to gain commercial advantage. The support must be made with the letter for financial support by indicating the applicant's name and supporting purpose as well as attachment of other documents, then, he or she presents them to the Company's authorized persons to consider approval according to the Authorization Handbook (AFCT-IM-MD-004) and the disbursement according to the Disbursement Regulations (AFCR-IM-AC-001) of the Company.



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6.2.4 The personnel have the right and freedom to participate in official activities outside the working time under the provisions of the Constitution but must not impersonate the Company's personnel or bring property or any tool of the Company to use for the benefit of any political activity. If the personnel join any political activity, they should be careful of any actions which might give rise to an understanding that the Company has supported or devoted to any political party.

6.3 Revolving door

The company has established guidelines for hiring government officials / government employees in accordance with the principles of good corporate governance in order to ensure that the work is done according to the purpose with decency, credibility, integrity, transparency that can be checked. The hiring of government officials / government employees to hold positions within the company requires the following actions :

6.3.1 Recruitment, hiring approval and determine of compensation for hiring government officials / government employees to hold positions of Director of the Company, Assistant / Deputy / Chief Executive Officer and Company Advisor. It must be carefully considered for reasons, necessity and approved by the Company's recruitment and compensation committee. It must be proposed to the Board of Directors for approval before hiring government officials / government employees

6.3.2 Recruitment, hiring approval and determine of compensation for hiring government officials / government employees to hold positions, employees from Department manager level to Senior director level must consider the reasons, necessity, consent and approval from the Chief Executive Officer before hiring the government officials / government employees.

6.3.3 The company definitely does not hire the government officials / government employees who are still holding positions in the government to perform duties within the organization. In case that it is critical to employ such a government official / government employee, it must have the vacancy period at least 2 years after leaving the original position.

6.3.4 The company definitely does not hire the government officials / government employees if the employment is beneficial to the company or reciprocal benefits are strictly prohibited.

6.3.5 In case of the company hiring government officials / government employees, according to Clause 6.3.1



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and Clause 6.3.2 , government officials / government employees' data must be disclosed in the annual report for transparency.

- 6.3.6 In case the company needs to hire government officials / government employees, it must comply with Section 126 and Section 127 of the Organic Act on Anti-Corruption B.E. 2561. The government officials / government employees are prohibited from conducting activities that are in conflict between personal and public interests.
- 6.3.7 Human Resource Officers must be aware of the procedures for hiring government officials / government employees and follow the guidelines set forth in this document strictly.
- 6.3.8 If Director of the Company, executives, employees violate, neglect, abstaining or intend not to comply with the procedures for hiring government officials / government employees predetermined in this document, it shall be regarded as a disciplinary misconduct that must be considered and punished according to the regulations of the company.

6.4 Conflict of interest

The company recognizes the importance of preventing conflicts of interest. or conflicts of interest between personal interests and the interests of the Company. Therefore, the Board of Directors, Executives and all employees must adhere to their duties and responsibilities and understand the matter for conflicts of interest. The employees work according to the duties must be adhere to the best interests of the company and under the legality, ethics, good governance and transparency. Avoid any action that may cause conflict of interest that will affect the decision-making process. The company therefore set up the guidelines for practice regarding conflicts of interest as follows :

- 6.4.1 Must not use the position from being a managing director / deputy managing director, manager, or being a shareholder in a business that is a contract party with the Company or activities that are competitive with the Company which has the same trading conditions as the Company's business operations whether for their own benefit or for the benefit of others except in the case of assignment from the Company in writing.



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- 6.4.2 Must be careful of having a spouse as an assistant / deputy / managing director, manager or a shareholder in a business that is a contract party with the Company. or activities that are in competition with organizations that have the same commercial nature as the business of the Company
- 6.4.3 Do not accept, request for benefits or have any other benefits from other persons, in addition to assets or benefits that should be received by laws, regulations or rules issued by virtue of the provisions of the law.
- 6.4.4 Do not take any action that is contrary to actions related to conflicts of interest as prescribed in the organic law on the prevention and Suppression of Corruption B.E. 2542
- 6.4.5 Must not use internal information of the Company even though it is still confidential. Those he/she has received or witnessed from performing his/her duties or in the position of dishonest duty.
- 6.4.6 Do not use the Company's assets for the benefit of oneself or the other person who has no right by dishonesty.
- 6.4.7 Shall not take any action that is fraudulently initiating, presenting, creating or approving the Company's projects to benefit oneself or any person in particular, whether directly or indirectly.
- 6.4.8 Must not use the authority that he/she has to influence the decision of employees who hold other positions and free to use power according to that position dishonestly, whether directly or indirectly.
- 6.4.9 Must not seek the benefits for oneself, relatives, family members or other persons, whether directly or indirectly from working in finance, accounting, purchasing, transportation and other assignments.
- 6.4.10 Must not use the authority of the director or person who consider or involve in providing information, giving opinions or having the authority to order matters that may have conflicts of interest.

6.5 The charitable contributions

The charitable contributions can be in the form of financial assistance, things, or in other ways, such as educating, taking time to do activities, these may pose a risk to the Company as an excuse or path to corrupt due to various activities involve spending money without tangible rewards. Therefore, in order to make the charitable contributions transparent without other hidden purpose, the Company sets policies and guidelines for the charitable contributions as follow:



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- 6.5.1 The charitable contributions must prove that there is a true charitable activity, and action to support the achievement of the objectives of the activity, bringing about real social benefits.
- 6.5.2 The charitable contributions are part of social rewarding activities, and are not involved in any compensation to any person or organization. It is in line with the corporate social responsibility (CSR) objectives, as well as the public relations and good image of the Company, without the need for business results in return.
- 6.5.3 The personnel must be careful to ensure that the charitable contributions are not used as a means of avoiding bribery that the operation must be in a transparent and legal manner.
- 6.5.4 The charitable contributions must be disbursed according to the annual budget plan in the aspect of corporate social responsibility (CSR) which has been approved by the disbursement process according to the Disbursement Regulations (AFCT-IM-AC-001), proposing to the Company's authorized person for approval in accordance with the Company's Authorization Handbook (AFCT-IM-MD-004).
- 6.5.5 In the case of a person requesting the charitable contributions outside of the approved annual budget plan in the aspect of corporate social responsibility (CSR), the responsible person will be assigned for submitting the matter through the managerial level to get approval first, then submit the donation proposal to the Company's authorized person for approval in accordance with the Company's Authorization Handbook (AFCT-IM-MD-004).

6.6 The sponsorships

- 6.6.1 Funds or properties support to project activities must be listed only on behalf of the Company. The sponsorships must have clear objectives for the business to create a positive image and build a reputation for the Company.
- 6.6.2 The sponsorships must prove that funding or other benefits which can be monetized, such as accommodation and food are not related to the benefits as compensation for any person or any organization except for acclamation according to the general business tradition.



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- 6.6.3 The sponsorships must prove that the applicant has actually implemented the activities of the project and is working to support the project's objectives which truly contribute to the society.
- 6.6.4 The personnel must be careful to ensure that the sponsorships are not used as a means of avoiding bribery, and must be transparent and in compliance with applicable law.
- 6.6.5 To be a sponsor, the operator must prepare a letter of approval for the project, which indicates the applicant's name, supporting purpose and attach other documents, then present to the Company's authorities to consider approval according to the Authorization Handbook (AFCT-IM-MD-004) and disbursement according to the Disbursement Regulations (AFCR-IM-AC-001) of the Company.

6.7 The facilitation payments

- 6.7.1 The company does not have a policy to pay for facilitating in any case both directly and indirectly to government officials and will not take any action, including not accept any action in exchange for facilitating business operations.
- 6.7.2 The facilitation payments can be made in only one case that the personnel are in dangerous situation threatening to the physical or believe that their lives were in danger and may lead to fatality. When the facilitation payments are made, there must be written approval letter with reliable evidences such as photo , voice record , etc. attached and submitted to the secretary of the Anti-bribery and Anti-corruption Working Group to be proposed in meeting and to be considered further opinion; then submitted to the authorized person for approval according to the Authorization Handbook (AFCT-IM-MD-004) and disbursement according to the Disbursement Regulations (AFCR-IM-AC-001) of the Company. Furthermore, the purpose and nature of the payment must be accurately and completely recorded.

6.8 Receiving / giving gifts, hospitality and other expenses

The Company recognizes that building good relationships with business partners is critical to achieve continuous success and at the same time, in order to maintain a positive image and reputation of the Company which operates business with morality, ethics, loyalty, transparency, and legality, to ensure effective corporate action, can prevent potential damage to stakeholders. It also complies with Anti-bribery and Anti-corruption Policies. Therefore, the Company sets guidelines on how to give / receive gifts, hospitality and other expenses as follow ;



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- 6.8.1 The Board of Directors, the Managing Director, executives, and personnel must not demand or receive money, things or other benefits from any person or entity participating in the business, whether claiming or receiving for themselves or others, motivating them to omit duties or act in improper or illegal way.
- 6.8.2 The Board of Directors, the Managing Director, executives, and personnel must not offer to provide money, things or other benefits to outsiders, such as state authorities, state enterprises, brokers, agents, partners, clients, consultants, designers, or the person who has the authority to make decisions, etc., in order to intentionally induce the person to commit crime or to refrain duties in unlawful way or against the person's positions, or to gain a business advantage or exchange with unreasonable privileges.
- 6.8.3 The policies of the acceptance /giving of gifts, hospitality and other expenses cover giving or receiving gifts and entertainment to co-operators or business partners related to the Company, such as customers, consultants, designers, state authorities, agents or other individuals doing business with the Company.
- 6.8.4 The personnel and other people involved in the operation of the Company must abide by the strict Anti-bribery and Anti-corruption Policies. In case of exception, it must be approved by the Managing Director.
- 6.8.5 In case of the practice that does not comply with these Anti-bribery and Anti-corruption Policies, the operator must receive special approval from the Managing Director, by that the applicant must be the highest authority of the agency to be approved.
- 6.8.6 The personnel should avoid giving or receiving gifts and / or entertainment, hospitality from stakeholders. In case that the personnel cannot avoid giving / receiving gifts and / or entertainment, they must comply with the Authorization Handbook (AFCT-IM-MD-004) and the reporting from these Anti-bribery and Anti-corruption Policies.
- 6.8.7 The personnel can give or receive gifts and entertainment expenses to or from any person if they meet all of the following conditions:



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1. It is not an intentional act to overwhelm, induce or reward any person for gaining any advantage through improper or exchangeable or implied exchanges for obtaining assistance or benefit.
 2. It is legal.
 3. It is on behalf of the Company, not the personnel.
 4. It is not a gift in the form of cash or cash equivalents (such as gift certificates or vouchers).

 5. It is suitable for situations such as giving little gifts during the Songkran, Chinese New Year or New Year, which is traditionally customary.
 6. Its type and value are appropriate. The giving must be accurate, such as in case that the Company is in the process of auction, the personnel must not accept gifts or entertainment from companies participating in the auction.
 7. It is openly.

 8. It is in accordance with the announcement of the Company's rules of acceptance and giving gifts and the Company reception each year.
 9. It is in accordance with the Company's Authorization Handbook (AFCT-IM-MD-004).
 10. It is not to support the political activities.
 11. The reception should be organized after the business operational activities. If it is held before, it can be only for promoting the products of the Company.
- 6.8.8 The activities are designed to introduce or promote products, sales, marketing, or company services, or to promote the corporate image which providing gift or entertainment; if the activity involves a large number of customers or partners, are planned and approved by the chairman and / or the Managing Director presented by the top superiors of the departments that organized the activity, and follow the Company's Authorization Handbook (AFCT-IM-MD-004) and does not involve the acceptance / giving of gifts under these Anti-bribery and Anti-corruption Policies.



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6.8.9 The Company is obliged to exclude the sponsorships in the event of a wedding ceremony, the ordination, and the funeral that do not involve in the acceptance / giving of gifts under these Anti-bribery and Anti-corruption Policies, but those should be reviewed at the discretion of the highest supervisor according to the Company's Authorization Handbook (AFCT-IM-MD-004).

Regulations

1. In case that the personnel cannot refuse to accept the gift during the festival, the personnel can receive gifts which are not worth more than the value indicated in the Company's Annual Acceptance / Giving of Gifts Guidelines. Moreover, the personnel have to make a report on the acceptance of gifts, and then send gifts to the human resources and administration department.
2. In cases that the gift exceeds the value in the announcement of the Company's Annual Acceptance / Giving of Gifts Guidelines, the personnel must make a summary report to their supervisors by submitting the documents to the secretary of the Anti-bribery and Anti-corruption Working Group to summarize at the meeting and report to the Managing Director. The personnel also have to make a report on the acceptance of gifts, and then send gifts to the human resources and administration department.
3. In the case that gifts received is perishable, such as fresh flowers, fresh fruits, fresh food, and snack; they will be appropriately and fairly allocated to all personnel. Moreover, the personnel have to make a report on the acceptance of gifts, and then send the evidence to the human resources and administration department.
4. The human resources and administration department collects all the gifts that are given by every agency to be used as a prize draw for all personnel or to donate to charitable public as appropriate. However, all steps must be in line with the Company's Annual Acceptance / Giving of Gifts Guidelines.
5. The collection of a report on the acceptance of gifts in each year is the duty of the human resources and administration department and must be submitted to the secretary of the Anti-bribery and Anti-corruption Working Group in order to make the summary and report to the Anti-bribery and Anti-corruption Working Group and the Managing Director.



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6.9 The procurement

- 6.9.1 The Company does not have a policy to call for or offer financial or other benefits to the supplier or service provider in order to receive property, materials, or equipments that are not up to standard and that does not meet the requirements in order slip, or to receive service that is not of quality and does not meet the terms in the order slip.
- 6.9.2 All types of procurement of goods and services must be transparent and fair to all suppliers. The personnel must comply with the regulations in the document of Domestic Procurement Procedures (P-RPC-01) and Domestic Procurement Procedures (P-TPC-01).
- 6.9.3 The Company has approved the selection and evaluation of suppliers for selecting suppliers, service providers, and contractors with thoughtful, fair, and transparent procedures for the Selection and Evaluation of Suppliers (P-RPC-02), the procedures for the Selection and Evaluation of Suppliers (P-TPC-02). The Company will notify the suppliers, service providers, contractors to recognize these Anti-bribery and Anti-corruption Policies.
- 6.9.4 The Company reserves the right to cancel the procurement, if it is clearly found that the supplier, service provider, or contractor is doing anything contrary to these policies.

7. The human resources management

The Company's Anti-bribery and Anti-corruption Policies cover the human resources management procedure, ranging from recruiting or selecting procedures according to the Procedures for Personnel Recruiting and Hiring (P-RHR-02), job advancement, the development of operational training, the Personnel Development and Job Training (P-RHR-03), the performance evaluation, the benefit consideration to personnel by assigning supervisors in every level to communicate with their subordinates to implement the guideline in activities in the area of responsibility, and to supervise practices to be effective, transparent, honest, fair, and non-discriminatory.



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8. The communication and disclosure

- 8.1 The Company conducts public relations to communicate to outsiders, stakeholders, and relevant parties about the related information and these Anti-bribery and Anti-corruption Policies on the Company's website, books, and annual report.
- 8.2 The Company requires communication about the Company's Anti-bribery and Anti-corruption Policies to its agents, intermediaries, suppliers, service providers, and contractors from the beginning of our relationship and later as appropriate. The Company also encourages agents, intermediaries, suppliers, service providers, and contractors cooperate to adhere to the Anti-bribery and Anti-corruption Policy of the Company and keep working in the same direction .
- 8.3 The Company will declare the Anti-bribery and Anti-corruption Policies to the Board of Directors at the Board of Directors' meeting for acknowledgment. If there is any change or revision of the Anti-bribery and Anti-corruption Policies, the Company will notify every Board of Directors in accordance with the schedule of each meeting.
- 8.4 All personnel will be trained on Anti-bribery and Anti-corruption Policies at least once a year to review and be aware of these policies, especially the types of bribery and corruption, the risk of getting involved in bribery and corruption, as well as how to report any clues or suspicions of bribery or corruption occurring within the organization.
- 8.5 All personnel must recognize these policies to ensure that they are aware of and understand the Company's Anti-bribery and Anti-corruption Policies. In addition, these policies and the updated information can be found on the public relations boards and the Company's Intranet.
- 8.6 The training on knowledge of Anti-bribery and Anti-corruption Policies will be part of the new personnel orientation program before taking on the position of every new personnel.



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9. The risk assessment

- 9.1 The Company recognizes the importance of the risk management process from bribery and corruption involved in running a business. The Company, therefore, has developed the Risk Assessment against Bribery and Corruption Handbook (AFCT-IM-MD-007) as a tool in anti-bribery and anti-corruption measures.
- 9.2 The risk assessment is considered both in terms of opportunities and impacts in order to find the measure to respond and manage the risk, the consideration of control activities, the internal tracking and control procedure to reduce and prevent those risks.
- 9.3 The Company assigns the regular annual review of the risk assessment of bribery and corruption which may occur, as well as a review of existing risk management measures to be appropriate to control the risk to be at an acceptable level.

10. The control

- 10.1 The Company has an internal control system to ensure that its operations are carried out properly and efficiently, as well as in compliance with the relevant law and governmental regulations, and to reduce the risk of bribery and corruption. Thereby, there is the internal audit system in order to reasonably ensure that the internal control system is in place to enable the Company to achieve its objectives.
- 10.2 The control throughout the organization includes the Code of Conduct, the anti-bribery and anti-corruption statement from the chairman and the Managing Director, the inspection by internal audit department, the human resources management process, and the recording and reporting of accurate and realistic accounting and financial information.
- 10.3 The Company requires the internal audit department to prepare an audit plan at least once a year; by that the audit plan approved by the chairman of the Audit Committee should be based on the risks that may cause bribery and corruption.
- 10.4 The Company will maintain an effective internal control system to resist the bribery and corruption, including the balances and cross-checking among accountants, the data storage, and various business processes which are related to these policies.



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11. The use and storage of data

- 11.1 The Company recognizes the importance of good governance to reflect the transparency and to prevent the pursuit of personal interests from the use of inside information that is not publicly disclosed. The Company has established a policy to regulate the use of inside information to comply with standards, principles, including Acts and applicable laws about data reporting and use of internal and accounting information.
- 11.2 All charges must be documented, including the storage and preservation of the Company's information which must subject to applicable laws and regulations.
- 11.3 The Company does not allow recording any false, misleading, improper, or refurbished account. Also, there must be no off-balance sheet account to support or conceal inappropriate payment.
- 11.4 In case that the Company finds the personnel violating the regulations according to notification of corporate information policy, the punishment will be considered as the disciplinary offense in accordance with the rules and regulations of the Company as appropriate case by case.

12. In case of doubt

If any personnel are unsure of any actions that may be taken to bribery or corruption; or in the case of having any question or doubt, the personnel should consult their direct supervisor or secretary of the Anti-bribery and Anti-corruption Working Group.

13. The whistle-blowing and receiving complaints

Aeroflex Co., Ltd. is committed to listening to opinions, suggestions, questions or complaints relating to corporate governance, operation, including fraud, bribery and corruption, from all stakeholders, personnel in the organization, or from outside parties. This is to prevent the risk and increase the effectiveness of early warning systems, which will lead to the prevention of possible damage to stakeholders and improve the efficiency of the Company's operations to be better. Also, it is in order to comply with Good Governance Policy, the Anti-bribery and Anti-corruption Policies and practical guidelines.



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Aeroflex Co., Ltd. is committed to considering the conduct of any opinions, suggestions, questions or complaints with transparency, honesty and equally fairness, will keep secrets, and have measures to protect the righteous complainant, including witnesses related to the complaint, both during the investigation and after the investigation of the complaint.

13.1 The scope of complaints

The complaints can be made by the complainant immediately when encountering an incident or having an evidence of information about the Board of Directors, the Managing Directors, executives, personnel, agents, or representatives of Aeroflex Co., Ltd., doing any of the following activities:

1. When encountering the fraudulent activity involving the Companies, or contrary to the Anti-bribery and Anti-corruption Policies, either directly or indirectly, such as having evidence, or encountering the personnel of the Company bribes the state authorities, state enterprises, or private enterprises.
2. When encountering actions or behaviors which are morally improper, unethical to business ethics, Good Governance Policy, or against the law.
3. When encountering a misconduct according to the Company's regulations or actions that affect the Company's internal control system, so that it is suspected as a channel for corruption.
4. When encountering an action that results in loss of the Company's benefits, affects the Company's image and reputation.

The Company will not accept complaints in the following cases:

1. The matter that the Board of Directors or the Chairman of the Board of Directors has the final decision making.
2. The matter that is sued in court or the court has a final sentence.
3. The matter that the Audit Committee has the final judgment.
4. Complaints that have been investigated for false information.
5. Complaints, accusations or anonymous letters that do not indicate the addresses of the complainant and the accused.



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13.2 Channels for submitting clues, complaints and suggestions

Clues, complaints and suggestions should be provided in written letter with the following details:

1. First name and last name, address or work place, phone number and email of complainant
2. First name and last name of the accused
3. Date / month / year of complaint
4. Date / month / year and place where the complainant found the behavior or event
5. The facts and actions of the accused that is within the scope of the complaint
6. Documentation of references (if any)
7. Use the complaint from the Company's website
8. Submitting the complaints, clues, suggestions through these following channels;

Report a complaint on the Company's website. www.aeroflex.co.th

Letter to "Executive Chairman"

Aeroflex Co., Ltd.

111/7, 111-11 Moo 2 Makhamkoo, Nikom Pattana, Rayong, 21180

770 Moo 6, Thepharak Rd., Thepharak, Mueang, Samutprakan, 10270

By addressing the envelope, stamping or identifying the message showing the confidential documents and registration, or via e-mail PawatV@aeroflex.co.th

Letter to "Chairman of the audit committee"

Aeroflex Co., Ltd.

111/7, 111-11 Moo 2 Makhamkoo, Nikom Pattana, Rayong, 21180

770 Moo 6, Thepharak Rd., Thepharak, Mueang, Samutprakan, 10270

By addressing the envelope, stamping or identifying the message showing the confidential documents and registration, or via e-mail Chaiwat@prospectconsult.co.th



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- Letter to " The audit committee"

Aeroflex Co., Ltd.

111/7, 111-11 Moo 2 Makhamkoo, Nikom Pattana, Rayong, 21180

770 Moo 6, Thepharak Rd., Thepharak, Mueang, Samutprakan, 10270

By addressing the envelope, stamping or identifying the message showing the confidential documents and registration, or via e-mail Thanas.san@gmail.com /

Sakarindr.bhu@kmutt.ac.th

- Letter to "Managing Director"

Aeroflex Co., Ltd.

111/7, 111-11 Moo 2 Makhamkoo, Nikom Pattana, Rayong, 21180

770 Moo 6, Thepharak Rd., Thepharak, Mueang, Samutprakan, 10270

By addressing the envelope, stamping or identifying the message showing the confidential documents and registration, or via e-mail Chumnan@aeroflex.co.th

- In the Intranet, the Company's internal website
- Suggestion box in the organization

By affixing the envelope to the "Executive Chairman" or "Managing Director", affix the seal or specify the message that represents the confidential document.

Whenever there is a reasonable suspicion of a complaint, the Company will consider the action as appropriate in accordance with the related rules or regulations. This is subject to the principles and measures of concealment and security.

13.3 Procedure to be followed when a complaint or whistle-blowing is received

1. As soon as the Company has been informed of the complaint, the Managing Director and the Audit Committee will investigate the fact or assign the internal audit to investigate the facts.
2. During the investigation, the Managing Director and the Audit Committee may delegate the appointed representative from executives to periodically report the progress to the complainant; the time frame for the investigation until the completion is within 45 working days from the receiving date. If the



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investigation is not completed, the time frame may be extended to more 30 working days.

3. If the investigation finds that the information or evidence is reasonable to believe that the accused has actually taken bribes and made corruption, the Company will grant the accused the acknowledgment of the allegations and allow the accused to prove themselves by seeking additional evidence that shows no involvement in the bribery and corruption.
4. In cases that the accused really commits a bribe or corruption, it is a wrongful act against the Anti-bribery and Anti-corruption Policies of the Company. The accused will be punished as indicated in the discipline in accordance with the rules and regulations of the Company. If the act is illegal, the accused may be subject to legal penalties. With regard to disciplinary action in accordance with the rule and regulations of the Company, the decision of the Audit Committee is final.
5. If the Audit Committee proves that the complaints, clues, statements, or any information are done by dishonest, unfair and libelous intention, and false information, or done in wrong channel, and if the complainant is a personnel or officer of the Company, that person will be subject to disciplinary action in accordance with the Company's rules and regulations. In the case of outsiders and the actions affect the image and reputation of the Company, there will be a consideration on prosecuting of that person

13.4 The measures to protect and maintain confidentiality

1. To protect the rights of the complainant and the information provider who acted in good faith, the Company will hide the first name, last name, address, or any information identifying the complainant or informant and keeping the information of the complainant and the informant confidential, and accessing to such information will be confined to the persons responsible for conducting the complaint investigation.
2. In case that the accused is the Managing Director, the Audit Committee will be responsible for the protection of the complainant, witness and informant from any danger, or unlawfulness resulting from notification of a complaint, witness, or providing information. The complainant should submit the complaint directly to the Chairman of the Audit Committee.



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3. The chairman of the Audit Committee is responsible for applying appropriate discretion in protecting the complainant, witness and informant in the investigation of the facts from any suffering, harm or unfairness arising from being a complainant, witness, or informant.
4. The Chairman of the Audit Committee may assign any of the executives to act on their discretion to order the safeguards of those who provide clues or complaints, the witnesses and informants. The assigned executives must not be involved in the subject matter being complained in either directly or indirectly, such as the accused is the direct subordinate to that executive.
5. Those who receive information or complaint are responsible for keeping the information, complaints and evidences of complainants and informants as confidential. Do not disclose information to anyone who is not involved unless it is disclosed in accordance with the duty prescribed by law.

13.5 The responding to compliant

The Company will consider contacting the complainant via the channels notified to the Company in the following cases:

- To notify the acceptance of complaints.
- To ask for more information.
- To report the progress of the complaint.
- To report the result of the completed complaint.
- In other cases that affect the investigation of the complaint as appropriate.

14. The personnel protection

- 14.1 The Company assures that no personnel will be degraded, disciplinarily punished or affected from the refusal to bribery, although that refusal causes the Company losing its business benefits or missing out on new business opportunities. The Company believes that these Anti-bribery and Anti-corruption Policies will ultimately create value for the Company. In addition, the Company does not authorize any person to threaten, harass, or retreat the personnel who comply with these Anti-bribery and Anti-corruption Policies.



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14.2 If the personnel believe that they are threatened, harassed or retreated, they should report immediately to the supervisor or the secretary of the Anti-bribery and Anti-corruption Working Group or the manager of the human resources and administration department. If the problem has not been resolved, those personnel should report it through the complaint channel in accordance with the Company's Anti-bribery and Anti-corruption Policies.

15. The Violation of policy

15.1 The Company will implement disciplinary punishment on the Board of Director, all levels of executives and personnel who violate this Anti-bribery and Anti-corruption Policies, as well as the direct supervisors who ignore the offense or acknowledge it but do not correct or manage it appropriately. The disciplinary action is in accordance with the Company's rules and regulations, which includes termination of employment and / or retirement. The non-recognition of these Anti-bribery and Anti-corruption Policies and / or applicable law cannot be used as an excuse for non-compliance with these policies.

15.2 In case that any agents, business intermediaries, suppliers, service providers or contractors of the Company who violates the regulations or acknowledge the action against Anti-bribery and Anti-corruption Policies, but do not report to the management of the Company or provide inaccurate information when the investigator of the Company asks for information about actions that may be against these Anti-bribery and Anti-corruption Policies, the Company will suspend the business operation or cancel the contract.

16. The related policies

The personnel should read these Anti-bribery and Anti-corruption Policies along with other policies and guidelines of the Company as follow:

- The Good Governance Policy of Eastern Polymer Group Public Company Limited
- Business Ethics (AFCT-IM-MD-002)
- The Work Regulations Guideline (AFCT- IM-HR- 001)
- The Manual of Work Regulations and Implementation Guidelines (AFCR-IM-HR-001)



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- The Authorization Handbook (AFCT-IM-MD-004)
- The Disbursement Regulations (AFCR-IM-AC-001)

17 The supervision and monitoring

17.1 In cause of urgent agenda

17.1.1 When The Anti-bribery and Anti-corruption Working Group found the urgent issues, the working group shall proceed as follow :

- The Chairman of The Anti-bribery and Anti-corruption Working Group reports to the Managing Director to consider , and the Managing Director proposes the urgent agenda to the Board of Director meeting immediately .
- The Managing Director reports the issues/urgent agendas to the Board of Director of Company. Then the Chairman of the Anti-bribery and Anti-corruption Working Group informs the Secretary of Audit Committee .
- The Secretary of Audit Committee reports the issues/urgent agendas to the Audit Committee .

17.1.2 When the Internal Audit Department found the urgent issues , the Internal Audit Department shall proceed as follow :

- Report the finding issue to the top management of the organization for acknowledgement immediatly.
- The Secretary reports the finding issue/urgent agenda to the Audit Committee immediately.

17.2 The Internal Audit Department will review the internal control system and Processes regularly in order to ensure that the internal control system is effective according to the Anti-bribery and Anti-corruption Policies However, the Internal Audit Department will hold discussion with related people in order to find the solution and prepare preventive measures appropriately , and then report to the Board of Directors / Audit Committee according to the agenda every quarter or according to the appropriate meeting agenda.



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17.3 The internal audit department will review the internal control system and processes in order to ensure that the internal control system is effective against the bribery and corruption. However , there will be the discussion with related people in order to find the appropriate solution and then report to the Board of Director / Audit Committee.

This is effective from 16 September 2022 onwards.


AEROFLEX Co., Ltd.

Mr. Chumnun Vitoorapakorn

Managing Director



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00	01/04/2017	The document issued for the first time
01	01/08/2017	DAR 170298 <ol style="list-style-type: none">1. Introduction<ol style="list-style-type: none">1.1 Additional amendment on clause 1.1 “ Economic and Social Development System ”2. Scope<ol style="list-style-type: none">2.1 Additional amendment on clause 3.2 Scope of policy that is applicable to the subsidiaries and legally controlled by the parent company .3. Support for political activities<ol style="list-style-type: none">3.1 Amendment on clause 6.2.3 Append additional text to clarify the Support of democratic activities in order to avoid the risk of corruption4. The Facilitation Payments<ol style="list-style-type: none">4.1 Amendment on clause 6.5.2 Append additional text for clarification in the case of facilitation payments .5. Communication and disclosure<ol style="list-style-type: none">5.1 Amendment on clause 8.2 Correct the message in the communication and notify all related personnel in the company to acknowledge the policy .6. Violation of policy<ol style="list-style-type: none">6.1 Additional text on clause 15.1 Append to disciplinary punishment on the Board of Director and all Executives .



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	01/05/2019	<p>DAR 190090</p> <p>7. Related Policies</p> <p>7.1 Edit the document name AFCT-IM-MD-006 to be up-to-date .</p> <p>8. Supervision and monitoring</p> <p>8.1 Additional text on clause 17.1 The working process of the working group on urgent agenda.</p> <p>8.1.1 Additional text on clause 17.1.1 the work instruction when The Anti-Bribery and Anti-Corruption has found the urgent issues.</p> <p>8.1.2 Additional text on clause 17.1.2 the work instruction when the internal audit department encounters urgent problems .</p> <p>8.2 Amendment on clause 17.2 Add clarification to the internal audit department when monitoring the internal control system and procedures consistently with written reports.</p> <p>8.3 Amend clause 17.1 to be 17.3</p> <p>1. Policies and guidelines</p> <p>1.1 Amendment clause 6.1.7 to provides clarity regarding illegal actions and penalties under Section 123/5</p> <p>2. The whistle-blowing and receiving complaints</p> <p>2.1 Amendment clause 13.2 is the additional member names of the Audit Committee in reporting clues and receiving complaints</p>



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DAR 220198

1. Clause 4 Definitions

1.1 Add to definitions of "relatives" and "family members" with their meaning.

1.2 Edit only the definition name "government official"

1.3 Add to definition of "government official / government employee" with their meaning.

1.4 Add to the English words "Corruption"

1.5 Add to the English words "Bribery"

1.6 Add to the English words "Gift"

1.7 Amendment the definition of "facilitation payment"

1.8 Add to definition of "Conflict of interest" with their meaning.

1.9 Add to definition of "Hiring the government officials / government employees" with their meaning

2. Clause 6 Policy and Practice Guidelines

2.1 Additional clause 6.3 Hiring the government officials / government Employees

2.2 Additional clause 6.4 Conflict of interest

2.3 Change number clause 6.3 Charitable contributions to number clause 6.5

2.4 Change number clause 6.4 Sponsorships to number clause 6.6

2.5 Change number clause 6.5 Facilitation payment to number clause 6.7

2.6 Change number clause 6.6 Receiving/giving gifts, hospitality and other expences



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Description

- 2.7 Change number clause 6.7 The procurement to number clause 6.9
- 2.8 Additional the code of conduct in clause 6.7.1 to be more clear and concise.
3. Clause 13 The Whistle-blowing and receiving Complaints
- 3.1 Clause 13.2 Whistle Blowing Channels Complaints and suggestions
- Item 8. Additional E-Mail address “ Audit Committee ”
- Sakarindr.bhu@kmutt.ac.th