



# **Worldlease Company Limited**

## **ANTI-BRIBERY AND CORRUPTION POLICY**

**Version 8.0**

Date : 1 October 2022

## 1. Introduction

The Bank refuses any acts of corruption that may occur in businesses and transactions in any countries and relevant work units. To fulfill that intention, it has put in place an anti-corruption policy which determines the thorough procedures on anti-corruption for compliance. Besides, regular reviews on operational procedures will be made to ensure their consistency with the changing laws and regulations, business natures and economic situation, and to retain the Bank's good reputation as well as business transparency. All directors and employees of the Bank as well as the subsidiaries in the financial business group shall comply with this policy.

## 2. Objective

To set out responsibilities of CIMB Thai's employees and associated persons working for and on behalf of CIMB Thai, in observing and upholding its position on anti-bribery and corruption; and to provide information and guidance to those working for and on behalf of CIMB Thai, as described in the above, on how to recognise, raise concern and deal with bribery and corruption issues.

## 3. Policy ownership

This policy is a property of the Bank, any contents of which shall not be disclosed to the outsiders or copied in any formats without prior consent from Head of Compliance.

## 4. Abbreviation

Abbreviation / Terminology	Description
ABC	Anti-Bribery and Corruption
Agent	Any person employed by or acting for another, and includes an officer of a public body or an officer serving in or under any public body, a trustee, an administrator or executor of the estate of a deceased person, a subcontractor, and any person employed by or acting for such trustee, administrator or executor, or subcontractor.
Associated person	<p>Associated persons refers to the directors, partners and employees of CIMB Thai and persons who perform service for and on behalf of CIMB Thai (e.g. vendors, suppliers, service providers, agents, consultants, business partners).</p> <p>The question as to whether a person performs services for or on behalf of CIMB Thai shall be determined by reference to all the relevant circumstances and not merely by reference to the nature of the relationship between him and CIMB Thai.</p>
Business associate	Business associate includes, without limitation, clients, customers, business partners, joint venture partners, vendors, suppliers, service providers, agents, consultants, business partners.

<b>Abbreviation / Terminology</b>	<b>Description</b>
Immediate family members	Employee's spouse, parents, siblings, children, and their respective spouses.
Other external parties	Any business dealings with CIMB Thai (potential business dealing between CIMB Thai and external parties)
B&C	Bribery & Corruption
CIMB Thai	CIMB Thai Bank Public Company Limited.
Employee or staff	Includes permanent, contract, trainees, interns, seconded employee, casual, part-time, agency staffs or temporary employees with a contract of service
CEO	Chief Executive Officer
HOD	Head of Division, Department and including Head of Subsidiaries

## **5. SCOPE**

- (a) This Policy applies to all Business and Functions across CIMB Thai and Subsidiary Companies.
- (b) This Policy applies to all associated persons of CIMB Thai which includes CIMB Thai's directors, partners, employees, consultants, contractors, agency employees, volunteers, agents, sponsors, business partners or any other persons associated with CIMB Thai, no matter where they are located, within or outside of Thailand.
- (c) This Policy shall also extend to immediate family members who are defined as the employee's spouse, parents, siblings, children, and their respective spouses.
- (d) For each employee, compliance with this Policy constitutes conditions of employment, and for each associated person, constitutes conditions of providing services to CIMB Thai. Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being made available to them.

## **6. Key Principles**

- (a) All business activities and operations of CIMB Thai are to be conducted in an honest and ethical manner, with high standards of integrity.
- (b) CIMB Thai takes a zero-tolerance approach towards all forms of bribery and corruption and is committed to acting professionally, fairly and with integrity in all business dealings and relationships in all jurisdictions in which it operates. CIMB Thai is committed to

implementing and enforcing effective measures to counter bribery and corruption which are punishable offences in accordance with the anti-bribery and corruption laws.

- (c) CIMB Thai, its employees and associated persons will comply with all laws relating to anti-bribery and corruption in their respective jurisdictions of operations and business. This Policy extends across all of CIMB Thai's business dealings and in all jurisdictions in which CIMB Thai operates.
- (d) CIMB Thai does not prohibit reasonable, proportionate and bona fide hospitality and promotional or other business expenditure which seeks to improve the image of the CIMB Thai, to better present CIMB Thai's products and services or to establish cordial relations which are recognised as an established and important part of doing business.
- (e) CIMB Thai, its employees and associated persons shall not, whether directly or indirectly, offer, promise or give a bribe to anyone, and shall not request, agree to accept, receive, solicit or take a bribe from anyone. Bribery is a crime and penalties can be imposed, including prison sentences and large financial penalties.
- (f) CIMB Thai adopts a strict "Policy and Procedure on Giving and Acceptance of Gifts and Entertainment". All employees and their immediate family members are NOT allowed to accept, offer or give personal gifts, hospitality, entertainment, travel, facilitation payments/kickbacks and political contribution from/to our customers or business associates. This is to avoid any situation of conflict of interest or appearance of such in our business dealings with our customers or business associates. Any exceptions must strictly adhere to this Policy and any approved guidelines.
- (g) CIMB Thai must ensure all sponsorships and charitable contributions/donations are NOT in exchange for inappropriate advantage or benefit, NOT used to facilitate and conceal acts of bribery, and it will not result in any conflict of interest.
- (h) CIMB Thai employees and associated persons should avoid or deal appropriately with situations in which personal interest could conflict obligations and duties which could result in actual or potential bribery and corruption risk or gives the perception of such. CIMB Thai employees and associated persons MUST NOT use their position, official working hours, CIMB Thai's resources and assets for personal gain.
- (i) CIMB Thai's recruitment, training, performance evaluation, remuneration, recognition and promotion for its employees shall be designed and regularly updated to recognize integrity.

- (j) CIMB Thai conducts due diligence on every employee, business associates, associated person, business dealing, project and business activity, in particular where there is potentially significant exposure to bribery and corruption risk.
- (k) CIMB Thai encourages all employees, business associates and associated persons to report any suspected, attempted or actual bribery and corruption cases, and prohibits retaliation against those making reports in good faith. CIMB Thai also provides assurance that no employee, business associates or associated person shall be penalised or suffer any adverse consequences in retaliation for refusing to pay or receive bribes or participate in other illicit behaviour.

## **7. Definition of Bribery and Corruption**

- (a) Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting or soliciting something of value or of an advantage so to induce or influence an action or decision, that the recipient would otherwise not offer. A bribe refers to any inducement, reward or object/item of value offered to another individual in order to gain or retain commercial, contractual, regulatory or personal business or advantage which constitutes “improper performance”. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.
- (b) Improper performance means performance which amounts to a breach of an expectation that a person will act in good faith, impartially, or in accordance with a position of trust. Offences apply to bribery relating to any function of a public nature, connected with a business, performed in the course of a person’s employment or performed on behalf of a company or another body of persons. Therefore, bribery in both the public and private sectors is covered.
- (c) Corruption is the abuse of entrusted power or position to obtain a personal gain or benefit. It refers to the act of soliciting, giving, promising to give, offering, accepting or receiving gratification, directly or indirectly, to/from a person in authority either in the form of money, services, favours, discount, wage, reward, vote, bonus, positions or valuable goods as an inducement or reward to or not to do an act in relation to the person’s principal affairs or function.
- (d) Gratification refers to ‘something of value’ which includes, but not limited to money, donation, gift, loan, fee, reward, valuable security, information, property or interest in property, contract of employment or services, payment or release of any loan, obligation or other liability, any valuable consideration of any kind, any other service or favour of any description, offer, undertaking or promise, rebate, discount, and agreement to give

employment or render services in any capacity. Bribery and corruption (collectively “corrupt gratification”) are illegal. Employees and/or associated persons must not engage in any form of corrupt gratification, whether it be directly or through a third party (such as an agent or distributor). They must not bribe a foreign public official anywhere in the world. They must not accept bribes in any degree and if they are uncertain about whether something is a bribe, a gift or act of hospitality, they must seek further advice from their HOD.

(e) The following represent examples of actions constituting Bribery / Corruption.

i. Offering a bribe

You offer potential client tickets to a major sporting event, but only if they agree to do business with CIMB Thai. This would be an offence as you are making the offer to secure a commercial and contractual appointment. CIMB Thai may also be found to have committed an offence because the offer has been made to obtain business for it. It may also be an offence for the potential client to accept your offer.

ii. Receiving a bribe

A supplier gives your nephew a job but makes it clear that in return they (the supplier) expect you to use your influence in CIMB Thai to ensure CIMB Thai continue to do business with them. It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

iii. Bribing a foreign official

You arrange for the business to make an additional payment to a foreign official to speed up an administrative process, such as clearing CIMB Thai’s goods through customs. The offence of bribing a foreign official has been committed as soon as the offer is made. This is because it is made to gain a business advantage for CIMB Thai. CIMB Thai may also be found to have committed an offence.

iv. Corporate bribery offence

Failing to prevent bribery committed by associated persons on behalf of the company.

v. Kickbacks from vendor

A vendor agrees to give some kickbacks during the procurement process. This is done to ensure that the vendor continues to get the contract in CIMB Thai. It is an offence to receive any kickback from any vendor as stated in the Group Procurement policy. The vendor also violates the Vendor Code of Conduct which expressly prohibits any form of corruption / bribery to influence CIMB Thai’s decision making.

vi. Bribing using entertainment

You organize a lavish banquet dinner with entertainment to the board of directors of a potential corporate client. The intention is to get the client to agree to do business with CIMB Thai. This would be an offence as the event was organized in order to induce the potential client to establish business relations with the Group. It is also an offence as the intention is to secure a commercial and contractual agreement and this would be deemed a corporate liability offence.

## **8. Policy and procedure on giving and acceptance of gifts and entertainment**

- (a) CIMB Thai adopts a strict “POLICY AND PROCEDURE ON GIVING AND ACCEPTANCE OF GIFTS AND ENTERTAINMENT”. All employees and their immediate family members are NOT allowed to accept personal gifts from CIMB Thai customers or business associates. This is to avoid any situation of conflict of interest or appearance of such in our business dealings with our customers or business associates. The same will also apply in the giving of gifts, and any exceptions must strictly adhere to this Policy and any approved guidelines.
- (b) CIMB Thai requires employees to abide by this Policy to avoid conflict of interest or the appearance of a conflict of interest for either party in on-going or potential business dealings between CIMB Thai and external parties as a gift can be seen as a bribe that may tarnish CIMB Thai’s reputation or be in violation of anti-bribery and corruption laws.
- (c) It is the responsibility of all employees to inform external parties involved in any business dealings with CIMB Thai that the Company practices “POLICY AND PROCEDURE ON GIVING AND ACCEPTANCE OF GIFTS AND ENTERTAINMENT” and to request the external party’s understanding for and adherence with this Policy.
- (d) In deciding on whether to receive or accept a gift, consideration must always be given to the following key guiding principles:
  - i. Value of the gift;
  - ii. Purpose for the giving/receipt of the gift;
  - iii. Nature of the gift;
  - iv. Transparency in the giving/receipt of the gift;
  - v. Perception in the giving/receipt of the gift.

## **9. Receipt of Gifts**

- (a) The general rule of CIMB Thai in receipt of gifts is to refuse or return the gifts with explanations to be provided to the giver on the non-acceptance of the gifts. However, CIMB Thai recognises that the exchange of business courtesies, such as modest gifts and hospitality (for example meals, invitation to attend events) particularly during festive

periods is customary and legitimate to create goodwill, and/or strengthen business and commercial relationship. Such courtesies are acceptable with the intended not to influence the decisions or in exchange with any returns.

(b) Acceptance of the gift is allowed in the following cases:

- i. If refusing the gift may materially affect our business relationship with the giver and the value of the gift is nominal
- ii. Exchange or giving of gifts during official events, signing ceremony, company visits, as a speaker or open public events;
- iii. Promotional items with the company logo and the value of the gift are nominal
- iv. Items are not concealed or wrapped and the value of the gift is nominal
- v. Free conferences or training courses where the other costs (e.g. transportation, accommodation, etc.) if any are paid by CIMB Thai;
- vi. The gift is approved by the MC members (including an Head of Division who is a permanent invitee to the MC or Country Head, provided it is not expressly disallowed by this Policy.

(c) The receipt of gifts shall not be allowed for CIMB Thai's employees and associated persons under the following circumstances:

- i. Any amount of cash or cash equivalent (e.g. angpow, (including e-angpow via online transfers), travelers' cheques, coupons, gift certificates or cash vouchers);
- ii. Where an actual or potential conflict of interest situation may arise, e.g. given whilst a bidding is in progress, the expectation of quid pro quo, or breach of any law, any form of gifts in exchange for an act for the benefit of the bank;
- iii. Soliciting of gifts from customers or business associates or vendors for CIMB Thai's functions, including via third parties.
- iv. Sponsored trips, including site visits, organised by vendors or other business associates whether they are currently providing products and / or services to the Group or where there is a bidding in progress or otherwise. However, this may be allowed for the purpose of information gathering and all cost and expenses are paid by CIMB Thai. This shall also not apply to incentive trips organised by our brand partners whereby eligibility is based on certain mutually agreed prerequisites with CIMB Thai.
- v. Any services or benefit of any kind irrespective of value that is offered in connection with CIMB Thai's businesses, e.g. using the services of our supplier/vendor for private consumption at a price that is not at arm's length or discount which exceeds those given to all CIMB Thai employee.



- (d) In the event when the gifts could not be refused or returned, the following process shall be adhered:
- i. Report to Head of Division (HOD) or Country Head by completing and submitting the relevant gift registry form;
  - ii. Wherever possible, any gifts received should be donated to charity (e.g. welfare homes), the item being “auctioned” off and proceeds to be given to charity or to be given to the Corporate Communication Department and to be dealt with based on the Group’s corporate social responsibility framework / guidelines. Please liaise with Corporate Communication Department for the list of charitable organisations.
  - iii. For perishable items, e.g. cakes and flowers, this would be allowed to be retained in the branch / department but employees are not allowed to bring it home. The giver must also be notified to cease such practice.
  - iv. For any gift which does not fall within items 9 (d) (ii) and (iii), the treatment of the gift shall be decided by the HOD or Country Head.
  - v. The gift registry form is to be retained in the respective Department and kept in a proper file for review by Corporate Assurance Department during their audit.
  - vi. The gift registry form is also to be included as part of the Department’s self-testing process.
  - vii. The gift registry forms are to be retained for a period of at least seven (7) years.
- (e) Any exception to the above shall require the approval of the CEO, with the recommendation from the Compliance Department
- (f) If in doubt, please refer to HOD or Country Head who could also seek guidance Compliance Department

## **10. Giving of Gifts**

- (a) As a general rule, no gift is to be given except with the approval of the CEO or a MC members (including an Head of Division who is a permanent invitee to the MC) or Country Head, where applicable.
- (b) Exceptions to the rule:
- i. Gifts during festivals to selected valued clients as approved by CEO or a MC members (including an Head of Division who is a permanent invitee to the MC) or Country Head;
  - ii. Exchange or giving of gifts during official events, signing ceremony, company visits, as a speaker or open public events;

- iii. Promotional items with the company logo and the value of the gift are nominal (must not exceed THB 1,000 per person per occasion).
- iv. Financial support / contributions given by the Group for programmes, events or activities where the Group will be able to advertise or showcase its products and / services either through the publications events, marketing collaterals or activities managed by the organisers, with joint recommendation of the relevant HOD and Corporate Communication Department and which are eligible for tax deductions;
- v. Financial support / contributions given to organisations or individuals based on the Group's corporate social responsibility framework / guidelines, including the making of a gift to charity or public organisations with joint recommendation of the relevant HOD and the Corporate Communication Department;
- vi. Unless prohibited by law or policy of the recipient organisation, CIMB Thai may bear the cost of transportation, lodging or training/entrance fee of customers, business partners or others in connection with a visit to CIMB Thai's facility or event. The visit/event must be for a legitimate business purpose, e.g. on-site examination of facilities, products or services or training and provided the other party is allowed to reimburse such cost in accordance with its own internal policy if it wishes to do so.

(c) The giving of the following shall not be allowed:

- i. Cash or cash equivalent (such as angpow, (including e-angpow via online transfers), travelers' cheques, coupons, gift certificates or cash vouchers), unless it falls within items 10 (b)(iv) and (b)(v) above;
- ii. Purchase of gifts or financial support/contributions to companies, organisations or individuals for purpose of business networking, fostering relationships or showing hospitality where the Group will not be able to advertise or market the Group's product and/or services unless it falls within item 10 (b)(v) above;
- iii. Where an actual or potential conflict of interest situation may arise, e.g. given whilst a bidding is in progress, expectation of quid pro quo, or breach of any law.

(d) If in doubt, please refer to HOD or Country Head who could also seek guidance from Compliance Department.

(e) No gift using CIMB Thai's money or resources shall be extended to CIMB Thai's employees, except where it falls within the staff welfare policy.

## **11. Entertainment**

(a) As a general rule, a reasonable amount of entertainment is allowed for the purpose of business networking, fostering relationships with external parties or showing hospitality and occur sparingly. This includes both receiving and giving of entertainment.

- (b) Entertainment could be considered to be a bribe if it is given or received with the intention of influencing someone to act improperly, or as a reward for having acted improperly. The following factors should be considered in ensuring the entertainment given or received are appropriate:
  - i. It is for bona fide purpose;
  - ii. The activity will not create any obligation or expectation on the recipient;
  - iii. The expenditure will not be seen as intended for or capable of achieving undue influence in relation to a business transaction;
  - iv. The value and nature of the expenditure is not disproportionate to the occasion;
  - v. It is not overly frequent;
  - vi. The expense will be fully documented including purpose, approvals, attendees.
- (c) The respective HOD must ensure all entertainment expenses are monitored and approved based on the DA policy and budget.
- (d) Proper care and judgment must be exercised when providing entertainment to third parties, especially public officials, or receiving entertainment, to ensure compliance with local anti-bribery and corruption laws.
- (e) Hosting and attending corporate events as part of business networking is allowed, subject to the factors stated above, where applicable
- (f) However, the following shall not be allowed:
  - i. Where an actual or potential conflict of interest situation may arise, e.g. given whilst a bidding is in progress, the expectation of quid pro quo, or breach of any law.
- (g) If in doubt, please refer to HOD or Country Head who could also seek guidance from the Compliance Department
- (h) Under the Policy and Procedure on Giving and Acceptance of Gifts and Entertainment:
  - 1. Expenses for treats of entertainment in a business nature for customers or business associates must be in the value not exceeding THB 3,000 per occasion and for the purpose of business networking and fostering relationships with the customers or business associates. In this case, the list of customers or business associates shall be provided, and the relevant call report shall be prepared and kept as evidence for reference.
  - 2. Expenses for treats of entertainment in the value exceeding THB 3,000 per occasion must be subject to consideration and approval by Head of the respective work unit or

the President and Chief Executive Officer (including the person in the acting position thereof).

3. Treats of entertainment are not allowed in the following cases:

- a. Where an actual or potential conflict of interest situation may arise, e.g. entertainment treats whilst a bidding is in progress or expectation of quid pro quo.
- b. Breach of any rules or laws.

## **12. Conflict of Interest**

- (a) Conflicts of interest arise in situations where there is a personal interest that might be considered to interfere with the person's objectivity or function when performing duties or exercising judgment on behalf of CIMB Thai, whether it benefits themselves or their closely related persons. A conflict of interest may give rise to acts of corruption, where a person does abuse his/her position for personal gain.
- (b) CIMB Thai employees and associated persons should avoid or deal appropriately with situations in which personal interest could conflict obligations and duties which could result in actual or potential bribery and corruption risk or gives the perception of such. CIMB Thai employees and associated persons MUST NOT use their position, official working hours, CIMB Thai's resources and assets for personal gain.
- (c) All CIMB Thai employees and associated persons must disclose promptly any situation presenting an actual, potential or perceived conflict of interest, and must obtain written approval of their respected heads of companies before undertaking activities which may give rise to a conflict of interest.
- (d) All CIMB Thai's employees and associated persons must declare their conflict of interest, both on a scheduled basis, and ad hoc basis as soon as they arise.

## **13. Facilitation Payments and Kickbacks**

- (a) CIMB Thai does not make, and will not accept facilitation payments or "kickbacks" of any kind by any of its employees and associated persons. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official.
- (b) In tendering for publicly funded contracts, some governments may often permit or require those tendering to offer some kind of additional investment in the local economy. For the avoidance of doubt, such arrangement will not form part of bribing a foreign public official provided that a prior approval is received from the respective HOD.

- (c) If CIMB Thai's employees or associated persons are asked to make a payment under this section 13 on CIMB Thai's behalf, he should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. He should always ask for a receipt which details the reason for the payment and to ensure that the payment has been recorded. If he has any suspicions, concerns or queries regarding a payment, he must raise these with his respective HOD and the Compliance Department as soon as possible.
- (d) Kickbacks are typically payments made in return for a business favour or advantage. All CIMB Thai's employees and associated persons must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by CIMB Thai.

#### **14. Sponsorship**

- (a) Subject to item 10, the Corporate Communication Department will be the custodian of approvals for all sponsorship requests with joint recommendation of the respective HOD, as provided in the Group Marketing Communications Policy.
- (b) The requesting HOD must conduct the necessary due diligence, including the purpose, identity of the recipients, prior to submission of any recommendation of sponsorship request to the Corporate Communication Department. Notwithstanding the submission of the recommendation to the Corporate Communication Department, the requesting HOD will remain to be accountable for the request.
- (c) All sponsorships given must be justified, reasonable in value and frequency and not in exchange for inappropriate advantage or benefit and that it will not result in any conflict of interest. It must also not be used to facilitate and conceal acts of bribery.
- (d) All sponsorships given must be accurately reflected in CIMB Thai's books and records.
- (e) For any sponsorship which does not meet tax deduction requirements, approval of the CEO is to be obtained.

#### **15. Charitable Contributions/ Donations**

- (a) Subject to item 10, CIMB Thai accepts and encourages the act of donating to charities as part of its corporate social responsibility initiatives, whether through services, knowledge, time or direct financial contributions (cash or otherwise),
- (b) Due diligence must be performed by the recommending HOD to ensure that donations are not used to facilitate and conceal acts of bribery and that the donations made are

appropriate, legal and ethical under local laws and practices and that it will not result in any conflict of interest.

- (c) All donation requests are to be channeled through the Corporate Communication Department with joint recommendation of the respective HOD. Notwithstanding the submission of the recommendation to the Corporate Communication Department, the requesting HOD will remain to be accountable for the request.

#### **16. Political Contributions**

- (a) CIMB Thai does not make any political contributions, whether in cash or in kind, to any political parties, officials or candidates for political office.
- (b) However, CIMB Thai may in very limited circumstances, make political contributions in countries where such contributions are permitted under applicable law-(s).
- (c) Any political contributions to be made by CIMB Thai shall be approved by the Board of Directors and must be accurately reflected in CIMB Thai's books and records.
- (d) Any political contributions made or to be made by CIMB Thai shall not be made with an intention to obtain or retain business or an advantage for the benefit of CIMB Thai.

#### **17. Recruitment, Promotion and Support of Employees**

- (a) CIMB Thai's recruitment, training, performance evaluation, remuneration, recognition and promotion for its employees shall be designed and regularly updated to recognize integrity.
- (b) CIMB Thai shall not offer employment to prospective employees in return for their having improperly favoured CIMB Thai in a previous role.

#### **18. Record Keeping**

- (a) CIMB Thai must keep financial records (together with relevant supporting documents that fairly document all financial transactions, risk assessments and due diligence) and have appropriate internal controls in place, which will evidence the business reason for making or accepting payments or gifts to or from third parties.
- (b) CIMB Thai employees must ensure all expenses claims including expenses incurred to third parties relating to hospitality, gifts, travel, entertainment or other are submitted in accordance with the payment authority of CIMB Thai's delegated authority and specifically record the reason for the expenditure.

- (c) All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, must be prepared and maintained with strict accuracy and completeness.
- (d) No accounts must be kept "off-book" or considered "off-record" to facilitate or conceal improper payments.
- (e) The use of false documents and invoices is prohibited, as is the making of inadequate, ambiguous or deceptive bookkeeping entries and any other accounting procedure, technique or device that would hide or otherwise disguise illegal payments.

#### **19. Employees Responsibilities**

- (a) As an employee or associated person of CIMB Thai, you must ensure that you read, understand and comply with this Policy, and with any training or other anti-bribery and corruption information you are given from time to time. All new employees must sign on the Acknowledgment and Compliance Form (as attached), which shall be submitted to Human Resources to assure that every staff member acknowledge, understand and will put the policy into practice.
- (b) All employees and associated persons are equally responsible for the prevention, detection and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this Policy.
- (c) All CIMB Thai employees and associated persons must promptly record all transactions and payments accurately and in reasonable detail.
- (d) All CIMB Thai employees and associated persons are required to exercise due care and due diligence at all times when dealing with third parties or business associates and ensure their affairs do not involve any form of corrupt practices, perceived or actual.
- (e) All CIMB Thai employees and associated persons are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you have reasons to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this Policy, or if you are offered a bribe by anyone, if you are asked to make one, if you suspect that you may be bribed or asked to make a bribe in the near future, or if you have reason to believe that you are a victim of another form of corrupt activity, it is your duty to promptly report the matter to your HOD or by following the procedures set out in the Whistleblowing Policy.

- (f) If any employee breaches this Policy, the employee will be subjected to disciplinary action, including dismissal for gross misconduct. CIMB Thai has the right to terminate a contractual relationship with an associated person if the associated person breaches this Policy.

## **20. Immediate Family Members**

- (a) The Policy and Procedure on Giving and Acceptance of Gifts and Entertainment shall also extend to immediate family members of the employee - defined as the employee's spouse, parents, siblings, children, and their respective spouses.
- (b) It is the responsibility of all employees to ensure that their immediate family members are made aware of the Policy and Procedure on Giving and Acceptance of Gifts and Entertainment.
- (c) In the event that the immediate family member had received any gifts, deemed to be arising from the employee's position in CIMB Thai, it must be reported immediately upon the employee becoming aware of the matter.
- (d) Any such gifts received by the immediate family members must be declared and reported in accordance with the Policy and Procedure on Giving and Acceptance of Gifts and Entertainment, and the same due process on acceptance of gifts by employee shall apply.

## **21. How to raise a concern?**

- (a) CIMB Thai provides an avenue for all CIMB Thai employees, business associates and associated persons, members of the public or any stakeholders to disclose any bribery, corruption and other forms of improper conduct within CIMB Thai, including violations of this Policy.
- (b) If you have any suspicion or concerns regarding conduct to which this Policy applies, or if you become aware of any action in conflict with this Policy, you must report those concerns or actions to your HOD, or report your concerns, confidentially, by following the procedure set out in the Whistleblowing Policy made available via the CIMB Thai portal <https://syncup.cimb.com>. You are not permitted to ignore, or fail to report, any suggestion of a bribe. There are several channels which you may report your concerns under CIMB Thai Whistleblowing Policy:
  - i. Internal Channel: A dedicated email ([whistleblow@cimbthai.com](mailto:whistleblow@cimbthai.com)) has been established for any whistleblower to direct their disclosure directly to the designated Chairman of the Audit Committee.



- ii. External Channel: Alternatively, the whistleblower may report directly to relevant government or regulatory authorities and enforcement agencies in Thailand.
- (c) If any CIMB Thai employee is unsure whether a particular act constitutes bribery or corruption, or if he has any other queries, these shall be raised with his respective HOD or the Compliance Department.
- (d) All associated persons must notify in the first instance to the relevant employee(s) of CIMB Thai whom he has been liaising with as soon as possible if he believes or suspects that a conflict with this Policy has occurred, or may occur in the future. That employee upon receipt of such notification must report it to his respective HOD or by following the procedures set out in the Whistleblowing Policy.

Address: CIMB Thai Bank Plc.

44, 18th Floor (Compliance Department) Langsuan Road, Lumpini, Parumwan, Bangkok 10330

Tel. 02 626 7000 or 02 638 8000

## **22. Protection to Employees**

- (a) CIMB Thai's employees and associated persons who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing may sometimes be worried about possible repercussions.
- (b) CIMB Thai aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken.
- (c) CIMB Thai is committed to the enforcement of this Policy and to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or for reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place, or may take place in the future. Such protection is accorded even if the investigation later reveals that the whistleblower is mistaken regarding the facts, rules and procedures involved. CIMB Thai prohibits retaliatory action against any person who raises a concern in good faith.
- (d) Detrimental treatment includes dismissal, demotion, suspension, harassment, disciplinary action, threats, termination of the contractual relationship or other unfavourable treatment connected with raising a concern.
- (e) If he believes that he has suffered any such treatment, he shall immediately inform his respective heads of divisions / departments / subsidiaries.

- (f) If the matter is not remedied, and he is an employee, he shall raise it formally to the Compliance Department.

## **23. Training and Communication**

- (a) Training of this Policy forms part of the induction process for all CIMB Thai's new employees.
- (b) All existing employees are required to complete the e-learning courseware relating to this Policy based on the guidelines as determined by HR- once every 2 years beginning 2021
- (c) CIMB Thai's zero-tolerance approach to bribery and corruption must be communicated to all CIMB Thai's business associates and associated persons at the outset of CIMB Thai's business relationship with them and as appropriate thereafter. If required, the relevant terms of this Policy will be incorporated in their terms of engagement. There is a need to advise client coverage that CIMB Thai does not ordinarily sign client's B&C declaration and suggest to clients that CIMB Thai has its own internal ABC policy and each CIMB Thai employee and associated persons are required to adhere the same.
- (d) A declaration from associated persons will be required if they have not adopted any ABC policy complying with CIMB Group : Group Anti-Bribery And Corruption Policy and any requirements, including adequate procedures, required by CIMB Group : Group Anti-Bribery And Corruption. Dispensation may be granted to associated persons who have an ABC policy in place, which is acceptable to Compliance. The form of declaration to be used is as prescribed by the Compliance. CIMB's zero-tolerance approach to bribery and corruption and a link to CIMB Thai's publicly available Anti Bribery & Corruption Policy and Whistle Blowing Policy must be communicated to those who are not required to execute the B&C declaration following dispensation under this section.
- (e) In addition to the B&C declaration requirements in 23(d), a B&C clause is to be incorporated into legal contracts entered into by CIMB Thai with its business associates and associated persons, unless otherwise dispensed by the Compliance. The B&C clause must contain at least the following:
  - i. The counterparty undertakes or represents that it shall not and shall ensure that its personnel, officers, directors, agents shall not engage in any form of corruption and bribery OR that the counterparty warrants and undertakes that it has and will comply with all applicable anti-bribery and anti-corruption laws it is subject to;

- ii. A breach of such warranty, undertaking or representation of the contract or B&C declaration (if applicable) may be considered by CIMB Thai to be a material breach of the contract and CIMB Thai may, at its discretion, suspend or terminate such contract or relationship; and
- iii. a link to CIMB Thai's publicly available Anti Bribery & Corruption Policy and Whistle Blowing Policy.

For contracts already entered into before this requirement came into effect, the B&C clause is to be included when the contract is next renewed, varied or supplemented. In the interim, communication of CIMB Thai's zero-tolerance approach to bribery and corruption and a link to CIMB Thai's publicly available Anti Bribery & Corruption Policy and Whistle Blowing Policy must be communicated to those who are not required to execute the B&C declaration pursuant to 23(d).

#### **24. Monitoring, Review and Due Diligence**

- (a) Respective HOD must monitor the effectiveness and review the implementation of this Policy regularly considering its suitability, adequacy and effectiveness.
- (b) A single functional group such as the Compliance Department would ensure the overall compliance of the B&C program within the organisation in addition to undertaking the role of an internal consultant to the 1st and 2nd Line of Defence units.
- (c) Internal control systems and procedures shall be subject to regular review by Corporate Assurance Department to provide assurance that they are effective in countering bribery and corruption in the respective Division/Department.
- (d) Risk Assessment on corruption is to be conducted annually, with intermittent assessments conducted when necessary. The result of the Risk Assessment is to be tabled to the relevant Board or Board Committees.
- (e) Respective HOD must conduct due diligence on any relevant parties or personnel prior to entering into any business relationships. This shall include the background checks on associated persons, prior to entering into any formalised relationship.

#### **25. Failure to Comply**

- (a) CIMB Thai regards bribery and acts of corruption as serious matters and will impose penalties in the event of non-compliance with this policy. For CIMB Thai employees, non-compliance may lead to disciplinary action, up to and including termination of employment.

- (b) For CIMB Thai associated person and other external parties, non-compliance may lead to penalties including termination of contracts. Further legal action may also be taken in the event that CIMB Thai's interests have been impacted by non-compliance by individuals and organizations.

### **Acknowledgement and Compliance Form**

I read, acknowledge, understand and strictly comply with the Policy and Procedure on Anti-Bribery and Corruption Policy and any new updated version that announced by the Bank.

I understand that strict compliance with the Anti-Bribery and Corruption Policy is a condition of my employment, any breach of which will render me liable to disciplinary actions including summary dismissal.

Signature: .....

(.....)

Corporate Title: .....

Date: ...../...../.....

Please submit this form to Human Resources.