



บริษัท อาร์ ซี แอล จำกัด (มหาชน) Regional Container Lines Public Company Limited

Anti-Corruption Policy

Regional Container Lines Public Company Limited

1. Rationale and Principles

Regional Container Lines Public Company Limited (hereafter “RCL” or “the Company”) is committed to conducting business with transparency, integrity, and accountability. This commitment aligns with the Employee Code of Conduct and Business Ethics to establish international trust and cultivate a culture of sustainable business practices.

2. Objectives

The Company has established this Anti-Corruption Policy to ensure that all personnel understand their roles, duties, and responsibilities. It serves as a framework for defining rules and practical guidelines to prevent corruption, including the establishment of disciplinary actions for any violations. In this regard, the Company adheres to the principle of “Zero Tolerance” towards all forms of corruption.

3. Scope of Applicability

This Anti-Corruption Policy applies to directors, executives, employees at all levels, contractors, consultants, and trainees of the Regional Container Lines Group (hereafter “RCL” or “the Company”), which includes Regional Container Lines Public Company Limited and all of its subsidiary and affiliate companies. The term “RCL” hereafter refers to any such company individually that has adopted this Anti-Corruption Policy and Guidelines.

4. Definitions

Fraud refers to an intentional act to obtain an unlawful benefit for oneself or others through deception, concealment of material facts, misrepresentation, or breach of trust, resulting in damage to the Company's assets, reputation, or interests. Fraud is categorized into three types: Asset Misappropriation, Financial Statement Fraud, and Corruption (Misuse of Authority).



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Corruption (Misuse of Authority) refers to the abuse of power or position to seek personal gain or benefits for others. This includes offering, promising, requesting, receiving, or giving assets, gifts, gratifications, or any other inappropriate benefits to government officials, government agencies, private entities, or related persons, whether directly or indirectly. Such acts are intended to influence those individuals to perform or refrain from performing their duties improperly in order to obtain or retain business advantages or any other inappropriate interests.

Bribery refers to any assets, gifts, gratifications, or benefits offered to or received from another person to induce them to perform, refrain from performing, or delay any act that is unlawful or in breach of ethics and duties.

Gift refers to money, assets, items, or any other benefits given to one another as a gesture of goodwill on various occasions, traditional holidays, or according to social etiquette.

Gift Giving and Receiving refers to the act of providing or accepting any items of value or other benefits to or from business-related parties as a gesture of goodwill on various occasions, traditional holidays, or according to social etiquette. Such actions must strictly comply with the policies and regulations established by the Company.

Sponsorship Giving and Receiving refers to the provision or receipt of funds or non-monetary assets to support activities, projects, or events, such as academic seminars, sports competitions, or arts and cultural exhibitions. The objective is to promote business relationships, brand awareness, positive corporate image, and the Company's reputation.

Hospitality/Entertainment refers to expenses related to food, beverages, or various forms of entertainment provided to build business relationships. Such expenses must be of an appropriate value and must not exceed the limits established by the Company.

Donation refers to the provision or receipt of funds or non-monetary items for charitable purposes, public interest, or social assistance.



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There must be a clearly stated objective and verifiable evidence of receipt.

Political Contribution refers to providing support, whether directly or indirectly, in the form of financial or non-monetary assistance, facilitation, or participation in activities of political parties, politicians, or political candidates on behalf of the Company. This does not include employees participating in political activities as part of their personal rights and freedoms; however, they must not misrepresent themselves as acting on behalf of the Company or use any of the Company's assets, equipment, or tools for political gain.

Facilitation Payment refers to informal payments made to government officials to ensure that they perform routine procedures or to expedite such processes. These actions must not involve the official's discretionary power and must be within the official's legal duties, representing a right that the legal entity is already entitled to by law

Kickback refers to money or any benefits returned to the giver from the recipient, or a partial refund of a paid amount, as a reward for receiving special privileges or improper assistance.

Conflict of Interest refers to situations where an employee, an employee's family member or close relative, and close friend owns, controls, manages, or materially influences a company that does business with RCL, including cases where favorable or non-market terms may be granted, directly or indirectly.

Government Official refers to a person who is or was a government official, politician, or advisor to a government agency, and has subsequently joined a private company. Such individuals may leverage their personal relationships or internal information to benefit the private company, potentially creating a conflict of interest between the regulatory body's duties and the business under its supervision.

The intent of such actions is to gain an unfair business advantage or to influence policy-making in favor of the private entity for which the former official works. This definition also includes "Officials of International



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Organizations" or any person performing public functions for a foreign government or an international agency.

Business Partner / Third Party refers to any individual or legal entity that has a business relationship with, or performs activities on behalf of, or for the benefit of the Company. This includes, but is not limited to, suppliers, contractors, agents, consultants, brokers, and other business alliances.

Employee refers to all personnel of the Company at every level, from executives to operational staff, including temporary employees and contract workers.

External Stakeholder refers to any individual or group outside the organization that impacts or is impacted by the Company's operations, such as customers, communities, regulatory bodies, and shareholders.

Agent / Distributor refers to any individual or legal entity appointed to sell products or provide services on behalf of the Company.

Company Subsidiary means a juristic person over which the Company has control in any of the following manners:

- (1) Holding more than fifty percent of the total voting rights in such juristic person;
- (2) Having the authority to control the majority of voting rights at a shareholders' meeting of such juristic person, whether directly or indirectly, or for any other reason;
- (3) Having the authority to appoint or remove at least one-half of the total number of directors, whether directly or indirectly; or
- (4) Including any company that is under the control of a juristic person referred to in items (1) – (3), whether directly or indirectly.

5. Policy

Perform duty with honesty, integrity and fairness, and avoid any acts that may be construed as otherwise. Employees :

- (1) must not use or permit others to use his / her job related authority, directly or indirectly, to seek personal benefits or benefits for others.



(2) (including his / her family), must refrain from giving or accepting gifts, cash, services, or other benefits from any individuals doing, or seeking to do business with RCL, except on traditional events or occasions. However, this is permissible if the cost of such benefits is not substantial in value and the act itself is not construed as a bribe or kickback.

(3) must abstain from being lavishly entertained by any individual doing or seeking to do business with RCL.

(4) are prohibiting from disclosing or utilizing RCL's non-public information which could have an effect on RCL's share /stock price, with an intention of seeking profit or benefiting from the trading of or tipping others to trade in RCL shares / stock, directly or indirectly. (Please refer to Insider Trading posted in the RCL's website)

6. Guidelines

To ensure operations align with the Anti-Corruption Policy, Directors, Executives, and Employees must not accept or participate in any form of corruption, whether directly or indirectly. The Company has established guidelines for high-risk activities as follows:

6.1 Gifts Giving/ Receiving

6.1.1 Giving of gifts, souvenirs, or any other benefits

6.1.1.1 Giving gifts or souvenirs in accordance with established customs is permitted and does not violate company policy. Such gifts should be provided in a manner that promotes the image of the Company and its subsidiaries, such as items used as the Company's and its subsidiaries' promotional materials.

6.1.1.2 The giving of gifts or souvenirs in accordance with established customs should be conducted in a standardized manner to avoid discrimination. Gifts, souvenirs, assets, or any other benefits must not be given to the spouses, children, or related persons of government officials, customers, vendors, and business contacts, as such acts shall be deemed as receiving on their behalf.

6.1.1.3 The giving of gifts must not be in the form of cash or cash equivalents.

6.1.2 Receiving of Gifts, Souvenirs, or Any Other Benefits

6.1.2.1 (including his / her family), must refrain from giving or accepting gifts, cash, services, or other benefits from any



individuals doing, or seeking to do business with RCL, except on traditional events or occasions. However, this is permissible if the cost of such benefits is not substantial in value and the act itself is not construed as a bribe or kickback.

6.1.2.2 In the event that it is necessary to receive gifts, souvenirs, or any other benefits which cannot be refused or returned, such instances must be recorded through the Gift Report system. These items must then be surrendered to the Human Resources Department or the Corporate Governance Department. These departments will collect the items for use in internal organizational activities, or for donation to external individuals or organizations for charitable or public benefit, unless

6.1.2.2.1 For consumable items with an expiration date of less than one month, such as food, snacks, fruit, etc., the allocation shall be at the discretion of the department head of the receiving unit as deemed appropriate.

6.1.2.2.2 For items used as promotional materials or those bearing the logo of the giving organization, such as notebooks, pens, calendars, keychains, etc., employees are permitted to accept them for personal use.

6.1.2.2.3 For the receiving of gifts or souvenirs on a corporate-to-corporate basis, such as during the signing of a business contract, such actions are permitted. However, all such gifts and souvenirs shall be considered the property of the Company.

6.2 Hospitality/ Entertainment

Expenditures for business hospitality or customary trade practices are permitted, provided they are reasonable and appropriate. Such expenditures must not influence business decisions or lead to a conflict of interest.

Furthermore, the claimant must clearly and transparently state the business purpose and rationale in the Company's reimbursement system, in strict accordance with corporate regulations.

6.3 Donations and Sponsorships

Charitable donations and sponsorships must be conducted transparently and lawfully, with clearly defined objectives. There must be established



procedures and disbursement controls that are auditable, ensuring that such funds are not used as a tool for corruption.

Donation and Sponsorship Procedures

6.3.1 There must be an official letter or document requesting the donation or sponsorship, specifying the objectives, activity details, targets, benefits to society or the community, and a clear breakdown of expenditures.

6.3.2 Donation request documents must be submitted to the relevant departments, such as the Corporate Social Responsibility (CSR) Department or the Corporate Governance Department, for initial screening. The Company will not consider donation requests from entities or individuals currently involved in a business contract procurement process with the Company, or for activities that may violate laws or moral standards.

6.3.3 Requesting Approval for Donations or Sponsorships

6.3.3.1 The responsible department must prepare the “Donation and Sponsorship Request Form,” specifying the recipient's details, the objective, the amount of money or the value of the items to be donated, and attaching all relevant supporting documents for consideration.

6.3.3.2 The request form must undergo a verification process to confirm the accuracy of the information and the financial evidence.

6.3.3.3 All donations and sponsorships must receive prior approval before execution. Employees are strictly prohibited from making donations in the name of the Company without official authorization.

6.3.4 Execution of Donations and Sponsorships

6.3.4.1 Once official approval has been obtained, the donation shall be processed in accordance with the established procedures and Company regulations.

6.3.4.2 All donations and sponsorships must be supported by a formal receipt or a certificate of acknowledgment from the recipient, to be used as accounting evidence and for internal audit purposes.



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6.3.4.3 Employees and executives are strictly prohibited from receiving any compensation, rewards, or personal benefits resulting from such donations or sponsorships.

6.3.5 Monitoring and Evaluation of Donations

6.3.5.1 The responsible department must monitor the utilization of the donated funds or items to ensure they are used in accordance with the objectives specified in the request.

6.3.5.2 If it is discovered that any donation or sponsorship has been misappropriated or used for purposes other than those specified, the Company reserves the right to take legal action.

6.4 Political Contributions

The Company maintains a policy of political neutrality and does not provide support or engage in any actions that favor any specific political party or politician, whether directly or indirectly.

While employees have the right and freedom to participate in democratic political activities in a personal capacity, they are prohibited from misrepresenting their status as an employee or using the Company's name or logo for political purposes.

6.5 Facilitation Payments

The Company maintains a zero-tolerance policy regarding facilitation payments in any form, whether directly or indirectly. The Company shall not engage in, nor accept, any actions involving such payments in exchange for the facilitation of business operations.

7. Whistle Blower

Stipulated in the Whistle Blower Policy.

8. Communication and Training

The Company communicates its Anti-Corruption Policy and guidelines to its personnel, business partners, and business alliances, as well as to the public, through various communication channels. This is to ensure that anti-corruption measures are acknowledged and effectively implemented.

9. Duties and Responsibilities

The Board of Directors



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Duties are as specified in the Charter of the Board of Directors, Section 3: Authorities, Duties and Responsibilities, Subsection 3.1: Policies and Corporate Governance.

Nomination, Corporate Governance and Sustainability Committee

Ensure that a proper anti-corruption policy is in place and support the business operation, as specified in the Nomination, Corporate Governance and Sustainability Committee Charter, Section 5: Duties and Responsibilities, Subsection 5.3: Corporate Governance.

Audit Committee

Duties are as specified in the Audit Committee Charter, Section 2: The Scope of Responsibility and Authority.

Senior Executives

Senior Executives are responsible for implementing the policy and cascading it to employees at all levels through communication and training. They must assess corruption risks within the processes under their responsibility and provide support and protection to employees who refuse to participate in corruption.

Personnel at All Levels

All personnel are responsible for strictly understanding and complying with this policy. They must avoid involvement in any form of corruption or actions involving conflicts of interest and must immediately report any observed irregularities or suspected corruption through the Company's designated channels.

10. Policy Review and Revision

The Company shall review this policy on an annual basis and update it whenever there are significant changes to ensure compliance with relevant laws, rules, and regulations. Any such updates shall be proposed to the Board of Directors for consideration and approval.



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11. Disciplinary Action

Any false statement, omission, failure to comply, failure to disclose, incomplete disclosure, or intentional misrepresentation may be treated as serious misconduct, regardless of whether actual loss occurred, and may result in an investigation and/or disciplinary action, up to and including termination of employment.

Signature

(Dr. Twinchok Tanthuanit)

President

Revision Record of the Anti-Corruption Policy

Version	Approve Date	Processed By	Description and Rationale
1	08 May 2026 by the Board of Directors Committee	Corporate Governance	In accordance with the Employee Code of Conduct and Business Ethics to establish international trust and cultivate a culture of sustainable business practices.