



# **Indorama Ventures Public Company Limited**

## **Anti-Corruption Policy**

*Revision 5*

*(As approved by the Board of Directors Meeting No. 2/2023 dated February 24, 2023)*

## Table of Contents

Purpose.....	3
Scope.....	3
Definitions and Acronyms.....	3
Policy Provision.....	4
1. Bribery.....	4
2. Gifts and Hospitality.....	4
3. Charitable and Philanthropic Contributions and Sponsorships.....	5
4. Potential Red Flags.....	5
5. Third Parties and Due Diligence.....	6
6. Procedures.....	6
7. Responsibilities.....	7
8. Disciplinary Action.....	7
Enforceability.....	8
Related Document.....	8
Revision History.....	8

# Anti-Corruption Policy

## Purpose

The purpose of this policy is to prevent bribery and corruption to ensure ethical conduct of the Company's (as defined below) businesses.

## Scope

This policy applies to the Company's Board of Directors, management, employees, trainees and persons who are not employees but authorized to act on behalf of or represent the Company, including its stakeholders.

In addition, this policy is intended to supplement any local anti-bribery or anti-corruption laws and regulations in the various jurisdictions that it operates or will operate.

## Definitions and Acronyms

<b>Company or IVL</b>	Indorama Ventures Public Company Limited and all its Affiliates <sup>1</sup> .
<b>Bribery</b>	Refers to the offering, promising or giving others, or requesting, receiving or agreeing to receive from others, a financial or other advantage to perform improperly a relevant function or activity. This includes facilitation payments.
<b>Corruption</b>	Refers to bribery, extortion, fraud, deception, abuse of power, embezzlement, money-laundering, and other similar activities.
<b>Facilitation Payment</b>	Payments with the purpose of expediting or facilitating the performance of a public official or routine administrative action and obtaining or retaining business or any other undue advantage as mentioned elsewhere in this policy.
<b>Gifts</b>	Benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return. They include 'courtesy gifts,' which are small gifts given at culturally-recognized occasions (e.g. weddings, funerals) or at special times of the year (e.g. Christmas, New Year).
<b>Hospitality</b>	Generally, includes refreshments, meals, entertainment and accommodation.
<b>Political Contributions</b>	Monetary or non-monetary contributions (e.g. resources, facilities) to support political parties, politicians or political initiatives.

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<sup>1</sup> "Affiliate" means any company or entity, controlling, controlled by, or under common control with the Company. The term "Control" and its correlative meanings, "controlling," "controlled by" and "under common control with," means the legal, beneficial or equitable ownership, directly or indirectly, not less than 50 (fifty) percent of the aggregate of registered and paid-up shares in a company or an entity.

<b>Public Official</b>	<p>A public official may include:</p> <ul style="list-style-type: none"> <li>• Any officer or employee of a public sector or any department, agency, or public international organization.</li> <li>• Any person acting in an official capacity for, or on behalf of, any such public sector or any department, agency or public international organization.</li> </ul> <p>Political officers or candidates for a political office.</p>
<b>Relevant function or activities</b>	<p>Refer to all functions of a public and private nature, including all activities connected with a business, any activity performed in the course of a person's employment or any activity performed by or on behalf a person or a body of persons.</p>

## Policy Provision

IVL is committed to conducting its global business honestly, fairly, with no corruption or acts of bribery and with accountability. The Company realizes that acts of bribery or corruption have a negative impact on its image, brand and the sustainability of the Company. Therefore, any breach of this policy is regarded as a serious matter and will result in firm disciplinary action under the relevant rules and regulations applicable in each country.

### 1. Bribery

The Company explicitly prohibits bribery in any form, directly or indirectly, including making, promising, offering, or authorizing a payment, a gift, a benefit or anything of value to an agent, business partner, government official, political party or any other third party for the purpose of corrupting the recipient into performing an improper exercise of functions, duties or judgments and vice versa.

### 2. Gifts and Hospitality

The Company acknowledges that different cultures have different viewpoints regarding gifts and hospitality. As a global company, IVL empowers each of its businesses to establish appropriate guidance and limits on the giving or acceptance of all gifts and hospitality with the understanding that these remain in-line with local customs, are appropriate and reasonable under the circumstances, and are not to request an illegal service or a reward for an illegal service. In such limited circumstances, the reasonable and infrequent offer to, or receipt of hospitality in the course of a business relationship may be permitted. However, each business shall monitor compliance so as to avoid gifts and hospitality that are disproportionate or contrary to local laws or create the appearance of impropriety.

Employees should notify their line managers prior to making or receiving any hospitality offer. In case of any doubts, employees should consult their line managers before accepting or promising any gift or offering hospitality. The value of the gifts and/or hospitality, either provided or received, should not exceed 3,000 baht<sup>2</sup>.

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<sup>2</sup> Local exchange rate to be applied as required.

### **3. Charitable and Philanthropic Contributions and Sponsorships**

While charitable, philanthropic contributions and sponsorships are essential parts of the Company's corporate social responsibility (CSR), they can be exploited or used as a disguise for illicit activities. A proper background check of all charitable and philanthropic entities is mandatory when making contributions.

The Local CSR Working Groups act as a preventive mechanism by reviewing and managing these activities. If employees would like to initiate any project requiring philanthropy or corporate giving, it is advisable for them to contact their Local CSR Working Group.

### **4. Potential Red Flags**

Among many other situations, the following situations could expose IVL to a risk of a violation of anti-bribery laws and/or the principles articulated in the Corporate Governance Manual and this policy, and must be reported as set forth below:

- Requests or demands for a bribe.
- Requests from a third party for IVL to make payments (or portion of a payment) on behalf of the third party to someone else.
- Requests or suggestions that IVL make a charitable donation to a particular charity as a condition to any legitimate business purpose IVL is pursuing.
- Requests for employment, whether paid or unpaid (such as an internship), either on his or her own behalf or on behalf of another as a condition to any legitimate business purpose IVL is pursuing.
- A person with whom IVL is dealing has a reputation for receiving or giving questionable payments.
- A demand or strong suggestion that a particular local representative should be retained for any purpose or a request by a government official that IVL hire a particular person or contract with a particular company.
- A non-governmental person with whom IVL is dealing has a known family or other significant relationship with government officials.
- A request for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments, or a request for payments to be made to a third party (or to a third country), to a foreign bank account, in cash or otherwise untraceable funds.
- A proposed agent or representative has little or no expertise or experience in the area (whether geographic, professional or otherwise) in which it will represent IVL.
- A proposed agent or representative refuses to provide written assurances that he or she will not make any improper payments.
- A proposed agent or representative requests an unusually high commission.
- A proposed agent or representative fails to provide standard or accurate invoices.
- A potential governmental customer requests an unusual credit or rebate with or from IVL in return for its business.

- Unusual bonuses, success fees, or other amounts paid to agents or representatives of IVL.
- IVL's operations are in, or it is transacting business with a person in, a country perceived to have higher-than-average levels of corruption<sup>3</sup>.

## 5. Third Parties and Due Diligence

IVL's obligation of ethical and legal behavior includes and encompasses the activities of IVL's agents, intermediaries and business partners (including joint venture partners). IVL may be held accountable for the actions of third parties doing business in any market on behalf of IVL. Accordingly, all third parties conducting business with IVL must remain vigilant to ensure that their actions are fully consistent with this Policy and aligned to the letter of the law. Willful ignorance of facts or circumstances that make it likely that bribery could be occurring will be a violation of this Policy and grounds for immediate contractual termination for cause.

Before establishing a business relationship with any third party to represent IVL in any marketplace, sufficient due diligence must be performed to determine that the third party's commitment to ethical business practices is consistent with IVL's high standards, including but not limited to, this Policy. **Particular care should be taken in any instance where the third party has interactions with government officials in the performance of its services on behalf of IVL.**

## 6. Procedures

### 6.1. Employment Procedures:

Job applicants will be assessed during the application and interview process, to ascertain as far as is reasonable and practical, that they are likely to comply with the Company's anti-corruption policies.

New employees will be informed of the Company's Corporate Governance Manual including the Code of Conduct to ensure that they understand it together with the importance of complying with it with specific reference to anti-corruption.

Employees are required to declare any conflict of interest. Managers will monitor any potential conflicts of interest that may increase the risks of bribery and corruption.

The nomination, selection and hiring process of any government employee(s) whether current or former will be conducted in a transparent manner and must follow all applicable laws that impose the requirements and restrictions on government employees related to post-government employment in the private sector.

### 6.2. Training:

The Company and each business unit will provide appropriate anti-corruption training and awareness upon recruitment and on a regular basis to all relevant

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<sup>3</sup> See e.g., Transparency International's "Corruption Perception Index" at <https://www.transparency.org/en/cpi/2021>; and "TRACE International Bribery Risk Matrix" at <https://www.traceinternational.org/trace-matrix>

employees to ensure they are aware of the types of corruption, the risks of engaging in corrupt activity, local laws regarding corruption, the Company's anti-corruption code and policies, and how they can report corruption.

### **6.3. Reporting Procedures:**

The Company has in place internal procedures for reporting unethical practices/corruption. If anyone becomes aware of any issue or practice involving a potential or actual violation of this policy, they are required to immediately report this matter to either their line manager or anyone in a supervisory capacity.

Employees wanting to file a report to the Whistleblower Committee may do so through the following two options:

- 1) emailing: [ethics@indorama.net](mailto:ethics@indorama.net) or [independentdirectors@indorama.net](mailto:independentdirectors@indorama.net) in the event they wish to report a member or members of the Whistleblower Committee
- 2) via the Whistleblower Center<sup>4</sup>, an online reporting channel

IVL will protect the identity of anyone who reports through any of these channels according to IVL's Whistleblower Policy.

## **7. Responsibilities**

The Board of Directors is responsible for the effective design, implementation, and operation of the anti-corruption policy, and can delegate responsibility for implementation to any of its subcommittees or management team to ensure the policy is fully understood and embedded in IVL's corporate culture.

Management is responsible for ensuring that effective systems are in place to prevent corruption in any form while the Internal Audit Department will periodically monitor the systems and report to the Audit Committee.

IVL will take reasonable steps to ensure that its operations and financial controls prevent any risks of the Company committing a corrupt act, or of any corrupt act being committed against the Company.

The risks of bribery and corruption will be reviewed by the Audit Committee which will also carry out an annual internal review of the anti-corruption policy to ensure its effectiveness and make recommendations to the Board for revisions to the policy if required.

## **8. Disciplinary Action**

Any person who is involved in bribery and corruption or who misleads or hinders investigators inquiring into bribery and corruption will be subject to local laws and regulations. The Company shall take appropriate actions against such person as deemed fit and as permitted by law.

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<sup>4</sup> The Whistleblower Center can be accessed through <http://whistleblower.indoramaventures.com>.

## Enforceability

In the event that any provision contained in this policy is in conflict with the local laws, rules and regulations of any entity, and makes such provision invalid or unenforceable, then such local laws, rules and regulations will prevail.

If a business unit or location has adopted stronger practices than this policy or prevailing customs, the stronger practice shall apply.

## Related Document

1. Anti-Corruption Assistance Package (Internal Document)

## Revision History

Version	Approved by	Approval date	Key modifications
Original	The Board of Directors	Meeting No.1/2014 dated January 12, 2014	-
Revision 1	The Board of Directors	Meeting No. 2/2015 dated February 20, 2015	N/A
Revision 2	The Board of Directors	Meeting No. 4/2016 dated August 11, 2016	<ul style="list-style-type: none"><li>• Widened the policy coverage</li><li>• Added definition of “Facilitation Payment” as another form of bribery</li><li>• Indicated a specific limitation of values for gift and hospitality at 3,000 baht (US\$86)</li></ul>
Revision 3	The Board of Directors	Meeting No.1/2019 dated February 29, 2019	Added “Charitable and Philanthropic Contributions and Sponsorships”
Revision 4	The Board of Directors	Meeting No. 2/2022 dated February 26, 2022	Remove a conventional mail from the whistleblower reporting channels
Revision 5	The Board of Directors	Meeting No. 2/2023 dated February 24, 2023	<ul style="list-style-type: none"><li>• Added “Potential Red Flags”</li><li>• Added “Third Parties and Due Diligence”</li><li>• Added a statement regarding employment of a current or former government employee</li></ul>