



Supalai Public Company Limited
Risk Management Committee Charter

The Board of Directors of Supalai Public Company Limited attaches importance to Good Corporate Governance and has therefore appointed the Risk Management Committee to ensure alignment with its principles of Good Governance and for the check and balance. The Company has separated the duties regarding risk management from the business units that can generate risk, with the Risk Management Committee responsible for overseeing risks arising from the Company's operations and business development.

Accordingly, it is deemed appropriate to assign duties, responsibilities and scope of work of the Risk Management Committee as follows:

1. Elements of Risk Management Committee

- 1.1 The Risk Management Committee shall be appointed by the Board of Directors and composes of the Board of Directors and at least 1 independent director.

2. Qualifications of Risk Management Committee Members

- 2.1 Appointed by the Board of Directors to be the Risk Management Committee members.
- 2.2 There is no any other aspect preventing members from making comment freely on consideration of risk.
- 2.3 The Risk Management Committee who are qualified according to 2.1 - 2.2 may be assigned by the Board of Directors to make decision on the operations of the Company's subsidiaries, associated companies or juristic persons which may have a conflict. The decision could be made in the form of tribunal.

3. Term of Office

- 3.1 The Risk Management Committee shall hold the position for a term of 3 years, and the member who has completed the term may be reappointed.
- 3.2 In addition to the vacation from office according to 3.1, the Chairman, the members and other positions as set out by the Risk Management Committee shall vacate office due to
- 1) Death
 - 2) Resignation
 - 3) Completion of the term of office as member of the Risk Management Committee
 - 4) The resolution of the Board of Directors
 - 5) Expiration of the term of office as member of the Risk Management Committee.
- 3.3 If the Chairman or Committee members vacate office before the end of the term, the appointment of the Chairman or the Committee members shall be made forthwith, and the replacing persons shall hold office for the duration equal to the remaining term of the vacating members.

4. Meetings and Quorum

- 4.1 To constitute a quorum, not less than one half of the total members of the Risk Management Committee must attend the meeting each time.
- 4.2 If the Chairman is not present at the meeting, or unable to perform his duties, the members of the Risk Management Committee attending the meeting shall select one of the member to be the Chairman of the meeting.
- 4.3 The Risk Management Committee meeting shall be held at least once a year and the Chairman of the Risk Management Committee can call a special meeting of the Risk Management Committee to consider the urgent issue as deemed fit.
- 4.4 Resolution of the meeting of the Risk Management Committee shall be passed by a majority of the members presenting and constituting a quorum.

- 4.5 The Risk Management Committee member who has vested interest in any matter shall not participate in the consideration, voting or making of resolution on such matter. In case where it is not clear, such member shall ask for opinion of the meeting.
- 4.6 The Risk Management Committee has the authority to invite person concerned or other appropriate persons to attend the meeting or to provide explanation on the matter involved.
- 4.7 The Risk Management Committee has the duty and a responsibility to report the activities of the Risk Management Committee or any other duties assigned by the Board of Directors to the Board of Directors at least once a year.

5. Scope of Duties and Responsibilities

The Risk Management Committee has the duties as assigned by the Board of Directors as follows:

- 5.1 To specify the policy and guidelines for risk management relating to the business operations of the Company appropriately and effectively.
- 5.2 To specify, review, and approve the risk management plan covering major risk categories, including strategic risk, operational risk, financial risk, compliance risk, corruption risk, market risk, cyber risk, emerging risk, and the Company's material sustainability risks encompassing environmental, social, and corporate governance (ESG) risks, as well as climate risks.
- 5.3 To approve Corporate Risk Map and Risk Radar Chart by considering the relationship of risks, impact on each unit of the Company, and risk level.
- 5.4 To set up Risk appetite.
- 5.5 To degree of Risk by Likelihood and Impact of major Risk.
- 5.6 To follow up and assess the degree of risk to be continuous and oversee the Business Continuity Plan.
- 5.7 To consider material issues on sustainability of the company covering environmental, climate change, social and corporate governance aspects (ESG).
- 5.8 To establish the internal control system that covers all aspects.
- 5.9 To consider and review the risk management guidelines and tools for efficiency and proper to the nature and size of risk each of transactions conducted by the Company while also providing comments and suggestions on key issues regarding the risk management of the Company.
- 5.10 The Risk Management Committee is authorized to invite the executives, concerned persons, or specialists to attend meeting for further clarification so that the Committee can efficiently perform duties under the Charter.
- 5.11 To oversee and promote communication, activity or process to operate to create awareness about risk management. By providing trainings approach to risk management to executives and employees.
- 5.12 To consider and approve produce a risk management manual to be distributed to employees.
- 5.13 To oversee and promote the Risk Management Culture throughout the organization for sustainable growth.
- 5.14 To oversee and promote for people in the Company to take a knowledge test regarding the risk management policy and structure as well as their responsibilities toward such matters.
- 5.15 Member of the Risk Management Committee are entitled to attend trainings and activities to increase their knowledge in related fields using resources of the Company.
- 5.16 To oversee and monitor the development of innovations and resource management for corporate risk management so that the business can provide the support plan for changes that cover environmental, climate change, social and corporate governance aspects (ESG).
- 5.17 To perform any other duties assigned by the Board of Directors.

6. Reporting

After each meeting of the Risk Management Committee, the secretary of the meeting shall summarize the opinions and comments of the meeting and submit to the Company's Board of Directors for acknowledgement and / or consideration.

7. Assessment of the Risk Management Committee

The performance of Risk Management Committee shall be evaluated at least once a year and reported to the Board of Directors in order to apply the assessment results to improve operational efficiency and achieve its objectives.

Notified on this 9th day of December 2025

Prateep Tangmatitham

(Prateep Tangmatitham)
Chairman of the Board of Directors