



MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

Risk Management Committee Charter

The Risk Management Committee is appointed by the Board of Directors, responsible for supporting the Board's operations in which to set a policy, risk management framework, supervision and support of risk management implementation in accordance with the strategies and business goals to reduce the impact of various risk factors, both outside and inside the organization, to the Company's business operations. This includes the roles and duties as specified by the Board so that the Risk Management Committee will be able to perform its duties effectively as assigned.

1. Composition and Qualification

- 1.1 The Risk Management Committee is appointed by the Board, consisting of at least 3 directors and 1 independent director. In the number of directors, if the position is vacant, the remaining directors are able to perform their duties but if the number of directors is reduced to the extent that the quorum is not reached, the remaining directors are able to perform their duties only by convening a meeting so that the Board of Directors must appoint another director to fill all vacant positions.
- 1.2 Independent director holds the position of chairman of the Risk Management Committee.
- 1.3 The Risk Management Committee is comprised of members who have knowledge, expertise as well as being able to devote time and sufficient opinions on the performance as a member of the Risk Management Committee, with morality, ethics and responsibility.
- 1.4 Risk Management Committee has the duty to appoint its secretary.

2. Term of Office

- 2.1 The term of office of the Risk Management Committee member is 3 years and a retiring member is eligible for reappointment.
- 2.2 The Risk Management Committee will vacate the office when:
 - The term of office is complete.
 - Retired as a director of the Company
 - Death
 - Resignation
 - The Board resolves to vacate the position.
- 2.3 Regarding resignation of the Risk Management Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors, not less than 30 days in advance unless there is a necessity that is a force majeure approved by the Board.
- 2.4 When a member of the Risk Management Committee vacates before the end of the term, the Board of Directors shall appoint a director who is well-qualified to be a member of the



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Risk Management Committee by holding office only for the remaining term of that member who vacates office.

3. Scope of authority and responsibility

- 3.1 Determine and review the organization's risk management framework and policies.
- 3.2 Supervise and support the implementation of corporate risk management to consistent with strategies and business goals including changing circumstances.
- 3.3 Consider the results of enterprise risk management (ERM) and provide feedback on potential risks, including approaches for establishing control measures or mitigation plan. Additionally, develop and enhance the enterprise risk management system to ensure its continuous effectiveness.
- 3.4 Report the results of ERM to the Board for acknowledgment and in the case of factors or important events which may have a significant impact on the Company must report to the Board of Directors for acknowledgment and consideration as soon as possible.
- 3.5 Determine risk management policy and the Company's risk appetite and propose them to the Board for consideration on overall risk management such as strategy risks, liquidity risks, market risks, operational risks, or other significant risks that may impact the Company.
- 3.6 Determine the organizational structure and resources of risk management according to the Company's risk management policy, ensuring to analyze, evaluate, measure and monitor risk management processes effectively.
- 3.7 Supervise, review and provide recommendation to the Board regarding risk management policies, standard practice, overall risk strategies and measurements to ensure that risk management strategies are properly implemented.
- 3.8 Perform other tasks as assigned by the Board.

4. Meeting

- 4.1 Risk Management Committee meeting is scheduled at least twice a year and additional meetings may be arranged as the chairman of the Risk Management Committee deems appropriate.
- 4.2 To constitute a quorum, not less than a half of the total number of the members must be present.
- 4.3 In the event that the chairman of the Risk Management Committee is not present at the meeting or is unable to perform his/her duties, the Risk Management Committee members attending the meeting shall elect one among themselves to preside over the meeting.
- 4.4 The decision of the meeting is made by a majority of votes. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.



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4.5 The secretary of the Risk Management Committee is responsible for preparing and organizing meetings, including setting the meeting agendas, preparing supporting documents, and distributing the agendas and relevant documents to all members in a timely manner. This ensures that members have sufficient time to thoroughly review the information or request additional details before a meeting. After meeting, the secretary must distribute the meeting minutes to all members within seven business days. The approval of the meeting minutes will take place at the next Risk Management Committee meeting.

5. Review of the Charter

The Risk Management Committee reviews and assesses the sufficiency and the appropriateness of the charter annually to ensure that the charter's contents are in accordance with the objectives of the Company's risk management and if there are any significant amendments, they will be presented to the Board of Directors for approval.

6. Reporting

6.1 Reporting to the Board of Directors

Risk Management Committee must report the Board of Directors in the following:

- 1) Report on the overall impact and changes in the risk frameworks, including the impact of policy changes and new product development.
- 2) Report on risk status and any changes that affect the acceptable risk appetite in a timely manner.
- 3) To ensure that the Board acknowledges and is aware of various factors that may significantly affect the risk position of the financial business group.
- 4) Report on a performance evaluation of the Risk Management Committee to the Board of Directors for acknowledgement on an annual basis.

6.2 Reporting to Shareholders

Risk Management Committee provides the performance result and discloses it in the Company's annual report (56-1 One Report). Such report is signed by the chairman of the Risk Management Committee to propose the shareholders' meeting on behalf of the Board. The risk report is a part or an appendix of the annual report and financial statement report.

7. Performance appraisal

The Risk Management Committee evaluates its performance by group-evaluation and individual-evaluation and report the result of the evaluation along with obstacles from the performance that may cause the performance failing to achieve the objectives of the establishment of the Risk Management Committee to the Board of Directors to acknowledge on an annual basis.



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The Risk Management Committee charter was reviewed and approved by the Board at meeting No.2/2025 on 21st February 2025. Therefore, the charter has been effective since 21st February 2025 onwards.

(Mr. Suchart Suphayak)

Chairman of the Risk Management Committee