

Risk Management and Sustainable Development Committee Charter
Mc Group Public Company Limited

1. Objective

The objective is to enable the Risk Management and Sustainable Development Committee of Mc Group Public Company Limited to perform the duties assigned by the Board of Directors effectively, in accordance with good corporate governance principles, and to promote sustainable business growth amidst a volatile and uncertain economy. These conditions may present both opportunities and risks under high competition. The Committee is tasked with fostering values and a corporate culture that encourage employees to drive the Company towards growth in crucial areas, including environmental, social, and governance (ESG) aspects, with consideration of long-term impacts. The Company operates ethically and responsibly toward shareholders and other stakeholders. Additionally, the Committee is responsible for managing and controlling risks that may affect the execution of the Company's sustainable business strategies. Therefore, the Board of Directors has determined the scope and authority of the Risk Management and Sustainable Development Committee to serve as a guideline for the Committee's operations. This also ensures that the Board, management, and operational teams have a clear understanding of the Committee's scope of work.

2. Composition of the Risk Management and Sustainable Development Committee

The composition of the Committee is as follows:

- 2.1. Members of the Risk Management and Sustainable Development Committee are appointed by the Board of Directors.
- 2.2. The Committee should consist of no less than half of the total number of directors being independent directors, whose qualifications meet the criteria set by the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (SET), as outlined in the Company's Board Charter.
- 2.3. The Chairperson of the Committee may be appointed by the Board of Directors or by the Committee itself. The Chairperson should be an independent director to ensure the Committee operates independently.
- 2.4. The Committee is responsible for appointing a secretary to assist with its operations, including arranging meetings, preparing agendas, distributing meeting documents, and recording meeting minutes.

3. Qualifications of the Risk Management and Sustainable Development Committee Members

- 3.1. Must be a director of the Company.
- 3.2. Must possess the required qualifications and not be prohibited under the Public Limited Company Act B.E. 2535 (including amendments), the Securities and Exchange Act B.E. 2535 (including amendments), as well as relevant announcements, regulations, and/or rules. Additionally, the member must not have characteristics that show unsuitability to serve as a director or executive as stipulated by the SEC or the Capital Market Supervisory Board.
- 3.3. Must have knowledge, capability, and experience, along with an understanding of the qualifications, duties, and responsibilities of a risk management committee member. They must also have a strong understanding of risk management principles.
- 3.4. Must be able to perform duties and provide opinions as well as report performance independently, transparently, and with sufficient dedication of time to fulfill their responsibilities.
- 3.5. Must have a broad vision and continuously monitor changes in the Company's performance and global corporate governance standards to improve the Company's corporate governance policies and contribute to sustainable development.

4. Appointment and Term of Office

The term of office for members of the Risk Management and Sustainable Development Committee is three years, starting from the date of appointment. Upon completion of the term, they may be reappointed at the discretion of the Board of Directors. In addition to the expiration of the term, a committee member's term may end if:

1. They resign.
2. They no longer meet the qualifications as stipulated in this charter or by law.
3. A resolution is passed by the Board of Directors or shareholders' meeting for their removal.
4. They cease to be a director of the Company.
5. They pass away.
6. A court orders their removal.

If a committee member wishes to resign, they must submit a written resignation to the Chairperson of the Board of Directors, along with the reasons for resignation, to allow for the appointment of a replacement with appropriate qualifications.

If the entire Committee resigns, the outgoing Committee members are required to remain in position until the new Committee members are appointed. In the case of a vacancy due to reasons other than the expiration of the term, the Board of Directors shall appoint a qualified individual to fill the position, ensuring that the number of Committee members remains sufficient for continued operations. The newly appointed member will serve only for the remaining term of the vacated position.

5. Scope of Authority, Duties, and Responsibilities of the Risk Management and Sustainable Development Committee

• Risk Management

- 5.1 Set policies on risk management that cover various risks in operations and align with the company's strategy, including reviewing risks and the enterprise-wide risk management process (Enterprise Risk Management Framework), work processes, controls, governance, operational aspects, and information technology and data security systems that are effective and compliant with international standards.
- 5.2 Consider and approve the risk management plan.
- 5.3 Establish a risk management working group as necessary, supporting the risk management team with personnel, budget, and other necessary resources to align with the scope of responsibilities.
- 5.4 Monitor the risk management process from the beginning, identifying risks, analyzing, evaluating, managing, tracking, and systematically reporting.
- 5.5 Support the introduction of risk management processes to various internal units and continuously monitor and evaluate.
- 5.6 Evaluate the performance of the Risk Management and Sustainable Development Committee annually.
- 5.7 Report progress and performance related to risks and significant risk management to the Board of Directors after each meeting of the Risk Management and Sustainable Development Committee regularly.

5.8 Perform any other actions as required by law or as delegated by the Board of Directors that the Risk Management and Sustainable Development Committee approves.

- **Governance and Sustainable Development**

5.9 Consider establishing policies for governance and sustainable development that align with the company's significant sustainability issues, demonstrating intent and providing guidance for the Board of Directors, management, and personnel to adhere to as practices for sustainable operations across various dimensions including environmental, social, and governance aspects.

5.10 Oversee the regular review and improvement of governance and sustainable development policies at least once a year to ensure they are up-to-date, consistent with the business context, and aligned with international trends and directions.

5.11 Oversee that the company has established processes to implement governance and sustainable development policies and practices that are sufficiently appropriate for conducting business comprehensively.

5.12 Oversee the integration of factors affecting sustainability, both opportunities and risks, related to the company's business context, into the formulation of sustainable business strategies to manage issues that may impact the organization and all stakeholder groups comprehensively.

5.13 Oversee climate change issues, which are significant sustainability matters, by defining strategies for climate change to manage risks and opportunities arising from climate change, and oversee business operations, business decision-making, and evaluations.

5.14 Set targets for sustainable business strategies in the short, medium, and long term, and define strategies to achieve these targets at each appropriate level, considering resources, innovation, technology, and key factors driving the strategy.

5.15 Establish a sustainable development working group to oversee the clear assignment of responsibilities to relevant units.

5.16 Oversee that the organization has effective processes for stakeholder engagement, including communication and feedback, and ensure that information obtained from stakeholder engagement is disclosed to the public through various channels.

- 5.17 Oversee that management establishes appropriate success indicators related to sustainable business strategies and sets appropriate time frames for monitoring.
- 5.18 Hold meetings to monitor progress, inquire about information, provide direction and recommendations to management for improving operational approaches.
- 5.19 Report progress and performance results to the Board of Directors after each regular meeting.
- 5.20 Disclose information regarding the company's sustainable development to stakeholders and in the annual information disclosure/report (Form 56-1 One-Report), which must be presented to the Board of Directors for approval beforehand.

In performing its duties, the Risk Management and Sustainable Development Committee has the authority to summon and direct management, heads of departments, or employees of the company and relevant subsidiaries to provide opinions, attend meetings, or submit documents as deemed necessary, as well as seek independent opinions from other professional advisors when deemed necessary at the company's expense, ensuring that such engagements comply with company procedures.

6. Meetings of the Risk Management and Sustainable Development Committee

Meetings of the Risk Management and Sustainable Development Committee shall be convened as deemed necessary and appropriate by the Committee or the Chairman of the Risk Management and Sustainable Development Committee. However, there should be at least four meetings per year.

For convening a meeting of the Risk Management and Sustainable Development Committee, the Chairman or Secretary shall notify Committee members at least seven days before the meeting, unless in urgent cases, the meeting may be called using other means or on shorter notice. Each meeting should have a clearly defined agenda set in advance, and relevant documents should be sent to the Committee members and attendees in advance to allow sufficient time for consideration of the issues or for requesting additional information.

In the meeting of the Risk Management and Sustainable Development Committee, the Chairman or presiding officer may allow electronic meetings, enabling attendees not to be in the same location to consult and express opinions while complying with established rules and procedures.

The Risk Management and Sustainable Development Committee should hold discussions on various matters within its defined responsibilities in this charter.

7. Quorum and Voting

In meetings of the Risk Management and Sustainable Development Committee, at least half of the total number of Committee members appointed by the Board of Directors must be present to constitute a quorum. In cases where the Chairman of the Committee is absent or unable to perform duties, the attending Committee members shall elect one of themselves to act as the Chairman for that meeting. Decisions made during the meeting shall be based on a majority vote. Each Committee member has one vote, except for those with a conflict of interest in a specific matter, who shall not vote on that matter. If there is a tie in the voting, the presiding officer shall cast an additional vote to break the tie.

The Risk Management and Sustainable Development Committee may invite relevant parties, including Board Directors, management, legal counsel, external lawyers, or employees of the company, major companies, and subsidiaries, and/or other relevant individuals to attend meetings for discussions, clarifications, or to answer questions.

8. Minutes of the Risk Management and Sustainable Development Committee Meetings

The Secretary of the Risk Management and Sustainable Development Committee or a designated person shall prepare the minutes of the Committee meetings, which must be approved by the Committee. Members may provide comments to amend the minutes for greater detail and accuracy. The approved minutes shall be submitted to the Chairman for signature to certify their accuracy. The certified minutes shall be systematically stored in confidential documentation and electronically for ease of reference.

The Chairman of the Risk Management and Sustainable Development Committee shall report the results of the meetings to the Board of Directors to inform them of the Committee's activities.

**9. Compensation for the Risk Management and Sustainable Development
Committee**

The members of the Risk Management and Sustainable Development Committee shall receive compensation as approved by the shareholders' meeting.

This charter shall be effective from May 13, 2024 onwards.

Announced on May 13, 2024.

-Signed by-

(Mrs. Kaisri Nuengsigkapan)
Chairman of the Board of Directors