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Risk Management Committee Charter

Eastern Water Resources Development and Management Public Company Limited



Approved by Board of Directors No. 14/2025 30th October 2025



Risk Management Committee Charter

Eastern Water Resources Development and Management Public Company Limited

1. Definition

“**Charter**” means Risk Management Committee Charter

“**Board of Directors**” means Board of Directors of Eastern Water Resources Development and Management Public Company Limited

“**Chairman**” means Chairman of Risk Management Committee

“**Directors**” means Directors of Risk Management Committee

“**Advisor**” means advisor of Risk Management Committee

“**Management**” means a person holding the position of vice president or above

2. Objectives

The Risk Management Committee is established by the Board of Directors with the following objectives:

2.1 To establish risk management policies covering the entire organization.

2.2 To oversee and ensure that the Company has effective and efficient risk management and internal control systems and processes in place to achieve its objectives, and to ensure compliance with applicable laws and relevant standards.

2.3 To perform duties in accordance with the rules and regulations of relevant regulatory authorities.

2.4 To define the scope of risk management to cover both internal and external risks, including consideration of risks associated with significant investment projects or other matters assigned by the Board of Directors.

3. Structure and Composition

3.1 The Board of Directors shall consider and appoint the Chairperson, advisors, and the Secretary of the Risk Management Committee.

3.2 The Risk Management Committee shall consist of at least three but not more than five members.

The Chairperson of the Board of Directors should not serve as a member of the Risk Management Committee.

3.3 The Risk Management Committee shall be composed of directors who possess appropriate knowledge, capabilities, and experience, as well as a sound understanding of the Company's business, or who have specialized expertise that is critical to achieving the Company's business objectives.

4. Term of Office

4.1 Members of the Risk Management Committee shall hold office for the same term as their directorship on the Board of Directors, or as otherwise approved by the Board of Directors.

4.2 Grounds for vacating office shall include the expiration of term, resignation, death, disqualification, or the possession of prohibited characteristics as prescribed under the Public Limited Companies Act B.E. 2535 (1992), Section 68, and the Securities and Exchange Act B.E. 2535 (1992), Sections 89/3, 89/4, and 89/6, as well as the Notification of the Securities and Exchange Commission No. KorJor. 3/2560 (2017) regarding the determination of lack of trustworthiness of directors and executives, or removal by a resolution of the shareholders' meeting, or by a court order for removal, vacating, or termination of office as a director of the Company pursuant to the Articles of Association.

4.3 In the event that a member of the Risk Management Committee completes his or her term of office or is unable to continue serving until the end of the term for any reason, resulting in the Committee no longer meeting the required composition, the Board of Directors shall appoint a replacement within three months from the date on which the number of committee members becomes incomplete, in order to ensure continuity of the Committee's operations.

5. Authority, Duties, and Responsibilities

5.1 To establish and review the Company's risk management policy at least once a year to ensure alignment with the Company's objectives, key goals, strategies, and risk appetite. Any amendments thereto shall be submitted to the Board of Directors for consideration and approval.

5.2 To oversee and support the implementation of risk management practices in accordance with the established risk management policy, with a risk management process comprising the establishment of objectives, scope, and context, risk assessment and risk treatment, risk monitoring and review, and ongoing risk communication and consultation, to ensure consistent implementation throughout the Company.

5.3 To provide recommendations and approve risk management plans prepared in accordance with the risk management process.

5.4 To assign the Corporate Risk Mitigation & Planning Division to prepare the Risk Management Manual and review it regularly at least once a year, and to submit the same to the Risk Management Committee for acknowledgement. In the event of any amendments, such amendments shall be submitted to the Risk Management Committee for consideration and approval.

5.5 Where necessary, the Risk Management Committee may invite management or relevant persons to attend meetings for clarification or to submit relevant documents.

5.6 To evaluate the performance of the Risk Management Committee, both collectively and individually, and to report any issues or obstacles that prevent the Committee from performing its duties within its scope, powers, and responsibilities (if any) to the Board of Directors at least once a year, and to use the evaluation results for further performance improvement.

5.7 To review this Charter annually to ensure that it remains current and appropriate to prevailing circumstances. Any amendments shall be submitted to the Board of Directors for consideration and approval.

5.8 To perform any other duties as assigned by the Board of Directors.

6. Meetings

6.1 The Risk Management Committee shall hold meetings at least once per quarter or as deemed appropriate. A quorum shall consist of not less than one-half of the total number of Risk Management Committee members. In convening a meeting of the Risk Management Committee, the chairperson of the Risk Management Committee or the secretary of the Risk Management Committee, upon the instruction of the chairperson, shall send a written notice of the meeting together with relevant supporting documents to all committee members at least three days prior to the meeting date. In urgent or necessary cases to protect the rights or interests of the company, notice of the meeting may be given by electronic means or other methods, and the meeting date may be scheduled earlier.

6.2 Meetings of the Risk Management Committee may be conducted via electronic means in accordance with the law governing electronic meetings. In such cases, the company's head office shall be deemed the meeting venue. In the event that the chairperson of the Risk Management Committee is unable to perform the duties of the chairperson at a meeting, the chairperson may designate one Risk Management Committee member, or the committee members present at the meeting may elect one member, to act as chairperson of the meeting.

6.3 If the Risk Management Committee member is unable to attend a meeting, such member shall notify the secretary of the risk management committee verbally or submit a written leave notice.

6.4 Prior to each meeting, each Risk Management Committee member shall review the meeting agenda in advance to determine whether he or she has any conflict of interest in relation to any matter to be considered. Any committee member who has a conflict of interest in a matter under consideration shall abstain from expressing opinions, abstain from voting, or leave the meeting during the consideration of such matter.

6.5 Resolutions of the meeting shall be passed by a majority vote.

(1) Each Risk Management Committee member shall have one vote. In the event of a tie vote, the chairperson of the Risk Management Committee or the chairperson of the meeting shall have an additional casting vote to decide the matter. The secretary of the Risk Management Committee and other meeting participants who are not committee members shall have no voting rights.

(2) In the event that the number of Risk Management Committee members is reduced to less than one-half of the required composition, resulting in the absence of a quorum, the remaining committee members may consider assigning management to submit such agenda item directly to the board of directors for consideration.

6.6 The secretary of the Risk Management Committee shall be responsible for recording and maintaining the minutes of meetings, submitting the meeting minutes to the Risk Management Committee within seven days from the meeting date, and forwarding the agenda and the approved meeting minutes to the company secretary for record-keeping.

6.7 Each Risk Management Committee member shall attend at least seventy-five percent (75%) of the total Risk Management Committee meetings held during the year.

7. Remuneration

7.1 The remuneration of the Risk Management Committee members shall be in accordance with the resolution of the Annual General Meeting of Shareholders.

7.2 The remuneration of advisors to the Risk Management Committee shall be in accordance with the resolution of the Board of Directors, upon review and recommendation by the Nomination and Remuneration Committee.

8. Reporting

The Risk Management Committee shall report its performance and operational results on a quarterly basis to the Board of Directors, or at such other times as the Risk Management Committee deems appropriate.

9. External Advisors

Committee may seek advice from independent external advisors, as deemed appropriate, subject to the approval of the Board of Directors.

(Mr. Wirat Uanarumit)

Chairman