- Translation -

Risk Management Committee Charter

Eastern Water Resources Development and Management Public Company Limited

Approved by Board of Directors No. 5/2026 26th May 2026

Risk Management Committee Charter

Eastern Water Resources Development and Management Public Company Limited

1. Definition

"Charter" means Risk Management Committee Charter.

" Company" means Eastern Water Resources Development and Management Public Company Limited.

"Group of Companies" means Eastern Water Resources Development and Management Public Company Limited and its subsidiaries.

"Subsidiary" means a company with any of the following natures.

(1) company with control over the business[1].

(2) under the control of the company as stated in (1) in respective order, commencing from being under control[1] of a company as stated in (1).

"Board of Directors" means Board of Directors of Eastern Water Resources Development and Management Public Company Limited.

"Board of Directors of the Group of Companies" means Board of Directors of Eastern Water Resources Development and Management Public Company Limited and Board of Directors of subsidiary.

"Chairman" means Chairman of Risk Management Committee.

"Directors" means Directors of Risk Management Committee.

"Advisor" means advisor of Risk Management Committee.

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[1] **"Control"** means:

(1) holding shares with voting rights in a juristic person exceeding fifty percent (50%) of the total voting rights of such juristic person; or

(2) having the power to control the majority of votes at a shareholders' meeting of a juristic person, whether directly or indirectly, or by any other means; or

(3) having the power to control the appointment or removal of at least one-half of the total number of directors, whether directly or indirectly.

2. Objectives

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

2.1 To define and establish risk management policies that encompass the entire Group of Companies.

2.2 To oversee and ensure that the Group of Companies has risk management and internal control systems or processes in place to achieve its objectives efficiently and effectively, while maintaining compliance with relevant laws and standards.

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

2.4 To define a scope that encompasses both internal and external risk factors of the Group of Companies, as well as to evaluate risks associated with major investment projects or those specifically assigned by the Board of Directors.

3. Structure and Composition

3.1 The Board of Directors shall consider and appoint the Chairman, 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 Chairman 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. <u>Authority, Duties, and Responsibilities</u>

5.1 To define and review the Group of Companies' risk management policy at least once a year in alignment with its objectives, main goals, strategies, and risk appetite. In the event of any amendments, such changes shall be submitted to the Board of Directors for further consideration and approval.

5.2 To oversee and support risk management operations in alignment with the established risk management policy. The risk management process shall encompass establishing objectives, scope, and context; risk assessment and risk treatment; risk monitoring and review; as well as continuous communication and consultation regarding risk management to ensure unified direction across the entire Group of Companies.

5.3 To provide recommendations and endorse risk management plans formulated in accordance with the risk management process, prior to submission to the Board of Directors of the Company and its subsidiaries for consideration and approval.

5.4 To oversee Corporate Risk Management across the Group of Companies.

5.5 To review the corporate risk management outcomes of the Group of Companies, and to instruct the EWG Planning and Risk Management Department to report the results to the Group of Companies' Board of Directors for acknowledgment on a quarterly basis.

5.6 To instruct the EWG Planning and Risk Management Department to develop a risk management manual, review it annually, and present it to the Risk Management Committee for acknowledgment. In the event of any amendments, such changes shall be submitted to the Risk Management Committee for consideration and approval.

5.7 In case of necessity, the Risk Management Committee may invite members of the management team or relevant individuals to attend meetings to provide clarifications or submit related documents.

5.8 To conduct an annual evaluation of the Risk Management Committee's performance, both as a whole and on an individual basis, and to report any obstacles that prevent the Committee from fulfilling its scope of authority and duties (if any) to the Board of Directors for acknowledgment once a year, while utilizing the evaluation results for further operational development.

5.9 To review the Charter annually to ensure it remains up-to-date and appropriate for the current situation. In the event of any amendments, the Risk Management Committee shall submit such changes to the Board of Directors for further consideration and approval.

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

6. <u>Meetings</u>

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 chairman of the Risk Management Committee or the secretary of the Risk Management Committee, upon the instruction of the chairman, 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 chairman of the Risk Management Committee is unable to perform the duties of the chairman at a meeting, the chairman may designate one Risk Management Committee member, or the committee members present at the meeting may elect one member, to act as chairman of the meeting.

6.3 If the Risk Management Committee member is unable to attend a meeting, such members 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 chairman of the Risk Management Committee or the chairman 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

8.1 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.

8.2 To disclose the performance outcomes of the Risk Management Committee in the Company's annual report (Form 56-1 One Report).

9. External Advisors

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

- Signed -

(Mr.Wirat Uanarumit)

Chairman of the Board of Directors