

Risk Management Committee Charter

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Meb Corporation Public Company Limited

## Risk Management Committee Charter

### 1. Objectives

The Risk Management Committee is established with the objective of supporting the Board of Directors in setting policies for risk management across the organization, based on the principles of good corporate governance and international risk management frameworks (COSO Enterprise Risk Management Framework: COSO ERM). This includes identifying risks and proposing measures to mitigate those risks, with the goal of appropriately minimizing the impact on the company's business.

### 2. Composition

The Risk Management Committee consists of at least three (3) members. Members of the Risk Management Committee do not need to be directors of the company. The Board of Directors or the Risk Management Committee shall select one (1) member of the committee to serve as the Chairman of the Risk Management Committee. Additionally, the Risk Management Committee shall appoint a secretary to assist in the committee's operations, including scheduling meetings, preparing meeting agendas, distributing supporting documents, and recording meeting minutes.

### 3. Qualifications of the Risk Management Committee

Members of the Risk Management Committee must meet the following qualifications

- (1) The member must be knowledgeable, capable, honest, ethical in business practices, and understand the company's business operations. They should also have sufficient time to dedicate their knowledge and skills to fulfilling their responsibilities toward the company.
- (2) The member must not have any disqualifying conditions under the relevant laws.
- (3) The member must not be involved in businesses that are of the same nature and competitive with the company's business, whether for their own benefit or that of others, unless they inform the Board of Directors before the appointment decision.

### 4. Election and Term of Office

The Board of Directors shall appoint the Risk Management Committee members, with each serving a term of three (3) years, aligned with the term of the company's directors (if the Risk Management Committee member is also a director of the company). A member who has completed their term may be reappointed to the Risk Management Committee.

If the number of Risk Management Committee members falls below three (3) due to the completion of a term or the inability to serve their full term, the Board of Directors shall promptly or

no later than three (3) months from the date the number falls short, appoint new members to ensure continuity in the Risk Management Committee's duties.

In addition, a member of the Risk Management Committee will be removed from their position under the following circumstances

- (1) Death.
- (2) Resignation.
- (3) Loss of qualifications or the occurrence of any disqualifying conditions under the Public Limited Company Act and/or the Securities and Exchange Act.
- (4) A resolution passed by the Board of Directors to remove the member from their position.
- (5) The member ceases to be a director or employee of the company.

## 5. Authority, Duties, and Responsibilities

(1) Set a risk management policy that covers the entire organization, defining the company's acceptable level of risk (Risk Appetite), and oversee compliance with the risk management policy to ensure effective risk management. The risk assessment must cover at least the following topics.

- (a) Financial and Liquidity Risk
- (b) Operational Risk
- (c) Strategic Risk
- (d) Compliance Risk
- (e) Fraud and Corruption Risk
- (f) Technology Risk

(2) Consider and determine the strategies and practices for risk management, taking into account the company's objectives, vision, mission, policies, key goals, and business strategies.

(3) Consider establishing a process for identifying the risks the company faces or anticipates that could impact the company (Identification of Risk) by analyzing the causes, likelihood, and severity of the risks that affect the company's operations, as well as evaluating and reviewing the identification of these risks.

(4) Consider and approve the practices and risk mitigation measures proposed by relevant departments to ensure they cover all identified risks and are effective in controlling or reducing the risks in alignment with the risk management policy and the acceptable level of risk.

(5) Oversee and ensure that the relevant departments regularly monitor the implementation of the risk management practices or measures to adapt or rectify the situation if the risk changes or becomes more severe.

(6) Oversee and ensure that the relevant departments regularly monitor the implementation of the risk management practices or measures to adapt or rectify the situation if the risk changes or becomes more severe.

(7) Coordinate with the Audit Committee on significant risk issues to ensure that the company has an adequate internal control system for risk management and that the risk management system is appropriately implemented across the organization.

(8) Provide guidance, consultation, and recommendations to the departments, personnel, or working groups involved in risk management, and consider suitable methods for developing the risk management system.

(9) Consider and establish the structure and appoint the risk management working group as necessary, assigning roles and responsibilities for effectively executing the objectives, as well as evaluating and monitoring risk management.

(10) Review the adequacy and appropriateness of the company's risk management policies, strategies, mitigation measures, and practices to ensure alignment with the company's business direction.

(11) Regularly evaluate and review the types of risks the company faces within the context of the company's environment.

(12) Review and amend the Risk Management Committee's charter as needed, or at least once a year, and report to the Board of Directors for acknowledgment or further consideration, depending on the case.

(13) Evaluate and report on the performance of the Risk Management Committee and propose it to the Board of Directors for consideration, including preparing the Risk Management Committee's report.

(14) Engage external consultants as needed and appropriate to help determine the direction and make recommendations for risk management.

(15) Perform any other duties as assigned by the Board of Directors or according to policies set by the Board of Directors.

## 6. Meetings

(1) The Risk Management Committee should hold meetings as deemed appropriate by the Chairperson of the Risk Management Committee, but there must be at least two (2) meetings per year.

(2) For convening a meeting of the Risk Management Committee, the Chairperson of the Risk Management Committee, or a person assigned, should send a notice of the meeting along with the agenda and supporting documents to all members of the Risk Management Committee at least three (3) days before the meeting, possibly via electronic media. This is to ensure that the members have sufficient time to study the information, unless it is an urgent matter to protect the company's rights or interests, in which case the meeting notice may be sent via other methods or the meeting date may be set sooner.

(3) The Risk Management Committee meeting may be held via electronic media. In this case, the meeting must be conducted in accordance with the applicable laws, regulations, announcements, requirements, or relevant criteria.

## 7. Quorum and Voting

(1) To convene a meeting of Risk Management Committee, at least half of the members must be present for the meeting to form a quorum. In the event that the Chairperson of the Risk Management Committee is absent or unable to perform their duties, the members present should elect one of the Risk Management Committee members to act as the Chairperson for that meeting.

(2) Decisions made in the meeting shall be based on a majority vote.

(3) Each member of the Risk Management Committee has one (1) vote, except for members who have a conflict of interest in the matter being voted on, who shall not be allowed to vote. In the case of a tie, the Chairperson of the meeting shall cast an additional vote to break the tie.

(4) The Chairperson of the Risk Management Committee shall report the outcomes of the meeting to the Board of Directors.

This charter of the Risk Management Committee shall be effective from 17 August 2022, onward.