



Bangkok Land Public Company Limited

Charter of the Risk Management Committee

Adjusted as of 30 May 2024

Charter of the Risk Management Committee

1. Objective

The Company has considered the importance of developing the system for managing risks occurring within the organization which is one of the most important tools used in managing the Company and is based on good corporate governance. The framework of the risk management system is to manage risks of the Company to allow the Company to effectively accomplish the goals and objectives of the organization.

2. Composition

The Board of Directors and/or shareholders of the Company shall nominate the members of the Risk Management Committee from the directors of the Company, executives, and/or experts. The Board of Directors and/or shareholders and/or Risk Management Committees who are appointed shall select 1 person to assume the position of Chairman of the Risk Management Committee.

3. Term

- 3.1 The Risk Management Committee shall have a term of 3 years. In the event the Risk Management Committee also assumes the position of company's director such term shall be in accordance with the term of the company directorship.
- 3.2 The Risk Management Committee whose term has expired may be re-appointed to assume such position as deemed appropriate by the Committee and/or shareholders.
- 3.3 In addition to the expiry of the term as specified in 3.1, the Risk Management Committee will be vacated if such committee:
 - 3.3.1 Dies;
 - 3.3.2 Resigns; and
 - 3.3.3 The Board of Directors and/or shareholders pass a resolution to vacate the director from office.
- 3.4 The Board of Directors and/or shareholders may appoint additional Risk Management Committee for the purposes of achieving the objectives or to fill in any vacant positions of the Risk Management Committee. In this regard, the Risk Management Committee appointed to fill available vacancies shall have a term according to the remaining term of the Risk Management Committee such person is filling in for.

4. Scope of authority, duty, and responsibility of the Risk Management Committee

- 4.1 To consider and review policies on and guidelines for the Company's risk management and propose the same for the Board of Directors' approval.
- 4.2 To assess the risks in strategic terms and to monitor and supervise the implementation of operation plans to minimize the risks to an acceptable level.
- 4.3 To monitor and assess the outcome of the risk management and to oversee the Company's implementation of the risk management policy to ensure continuous compliance with the principles of good corporate governance.

- 4.4 To review the risk management summary ensuing from the risk minimizing plans to ensure sufficient and acceptable risk management.
- 4.5 To consult with the Audit Committee about high-risk activities and assign the internal auditor the task of reviewing and assessing those activities to ensure that the Company's internal audit is appropriate to risk management.
- 4.6 To report, on a yearly basis, to the Board of Directors about the risks of the Company, the risk management and what needs to be improved or rectified in regard to the risks and so as to be in line with the policies and the strategic goals previously determined.
- 4.7 To give advice and make suggestions to any team and/or task force involving in risk management and to consider suitable approaches to the improvement of the Company's risk management; and.
- 4.8 To perform such other duties relating to the risk management as assigned by the Board of Directors.

The executives and/or teams and/or task force related to the risk management and/or internal auditor and/or auditor must report or suggest relevant information and documents to the Risk Management Committee to support the operation of the Risk Management Committee in achieving assigned duties.

5. Meetings

- 5.1 The Risk Management Committee must call for a meeting at least once a year and is authorized to call additional meetings as necessary.
- 5.2 At least half of all the Risk Management Committees assuming such position at that given time must attend the meeting for there to be a quorum. The meeting of Risk Management Committee may be conducted via telephone.
- 5.3 For the purposes of vote casting, each Risk Management Committee has one vote and the resolution of the Risk Management Committee will deemed to be passed on a simple majority of votes. In the event of an equality of votes, the Chairman of the Risk Management Committee may cast the deciding vote.
- 5.4 The Risk Management Committee with interest in the matter subject to consideration must not participate in the consideration of or voting on such matter.
- 5.5 The Chairman of the Risk Management Committee is the chairman of the meeting of Risk Management Committee. In the event the Chairman of the Risk Management Committee is not present or is unable to perform his duties, the Risk Management Committee attending the meeting may appoint a Chairman from the Risk Management Committee attending the meeting.

6. Report

The Risk Management Committee must report the outcome of the performance of its duties to the Board of Directors and prepare the report on the preceding year and include it in the annual report of the Company, and such report must be signed by the Chairman of the Risk Management Committee.