



## Charter of Risk Management and Sustainability Committee

Jasmine Technology Solution Public Company Limited

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## Charter of the Risk Management and Sustainability Committee

### 1. Objective

The Company is committed to adhering to good corporate governance principles on a global level to ensure sustainable development. The Board of Directors has therefore resolved to establish a Risk Management and Sustainability Committee ('the Committee') to support the duties and responsibilities of the Board of Directors in risk management and the sustainable development of the Company. The Committee will assist in achieving the objectives and goals set out, thereby enhancing shareholder value and confidence in all aspects of the business.

### 2. Composition and Term of Office

#### 2.1 Composition

The Committee shall have at least three (3) members comprised of chairman of the Committee and members of the Committee. The Board of Directors has the authority to appoint members of the Committee and/or other individuals, whether as employees or staff of the Company and/or external parties, to hold such positions. The members must possess sufficient knowledge and experience to effectively fulfill their duties in risk management.

#### 2.2 Term of Office

2.2.1 The Risk Management and Sustainability Committee serves a term of 3 years from the date of their appointment. In the event that, upon completion of their term, the Company's Board of Directors has not passed a resolution to appoint a new committee, the existing committee will continue to carry out its duties until a new committee is appointed. The appointment of the new committee must take place within 2 months of the expiration of the term of the existing committee. Members who have completed their terms may be reappointed.

2.2.2 In addition, the director of the committee vacates office upon

- (a) Expired term of office
- (b) Resignation
- (c) Passing away
- (d) A resolution passed at a Board of Director meeting to remove them from their position.

2.2.3 The committee members, who resign before the end of their term, should notify the Company 1 month in advance, along with providing the reasons for their resignation.

### 3. Qualification

3.1 Be an individual with knowledge, expertise, and experience that would be beneficial to the Company's business, demonstrating honesty, integrity, and ethical conduct in conducting

business affairs, and having sufficient time to dedicate knowledge, skills, and responsibilities to the Company to the fullest extent.

3.2 Must possess the necessary qualifications for his or her position, and not be disqualified in any way according to the Securities and Exchange Act. or other related laws.

#### **4. Authority**

4.1 Have the authority to invite representatives of the management or employees of the Company to provide input, participate in meetings, or submit documents as deemed necessary.

4.2 Consult with experts or Company advisors (if any), hire consultants, or external experts when necessary, with the Company covering the associated expenses.

4.3 Have the authority to establish a working team to manage risk and develop sustainability in the organization.

#### **5. Duties and Responsibilities**

##### **5.1 Risk Management**

- 1) Establish policy, objectives, plans, risk assessments, frameworks, and guidelines for the effective management of key risks within the Company and focus on a clear and continuous system for managing important risks, including regular reviews of policy, frameworks, and risk management guidelines, with reporting to the Board of Directors.
- 2) Monitor, oversee, and evaluate the Company's risk management practices to ensure they are appropriate and effective by placing importance on early warning signals and anomalies in risk management.
- 3) Continuously develop the organization's risk management system to enhance its effectiveness consistently.
- 4) Promote and encourage collaboration in risk management within the organization, making it an integral part of the work culture.
- 5) Perform any other risk management-related tasks as assigned by the Board of Directors.

##### **5.2 Sustainability Development**

- 1) Develop policy, objectives, strategies, and action plans that align with the Company's economic, social, and environmental aspects, also conduct regular and systematic reviews of policy, objectives, strategies, and sustainable development action plans and report to the Board of Directors.
- 2) Establish sustainability materiality issues and propose it to the Board of Directors in alignment with sustainability development and the Company's good corporate governance framework to seek approval from the Board of Directors.

- 3) Monitor operational performance against various key performance indicators as required by law.
- 4) Have the authority to request information from relevant departments and summon involved individuals to attend meetings to provide necessary information.
- 5) Review performance reports from subcommittees of all relevant departments to ensure efficiency and effectiveness in achieving the objectives and goals set by the Company.
- 6) Provide recommendations and evaluate the sustainability reports of the Company and propose it to the Board of Directors for approval.
- 7) Promote and advocate for collaboration in undertaking other initiatives as deemed necessary to achieve the sustainability goals of both the Company and its Subsidiaries.
- 8) Perform any other sustainability development tasks as assigned by the Board of Directors.

## 6. Meeting

### 6.1 Meeting Agenda

The Company is required to set the date, time, venue, and agenda in advance, accompanied by adequate meeting documents. Proper written meeting minutes are required to be compiled subsequent to the meeting.

### 6.2 The Number of Meeting

The Risk Management and Sustainability Committee shall convene its meeting quarterly and may convene additional meetings if deemed necessary.

### 6.3 Meeting Attendants

Each meeting of the Risk Management and Sustainability Committee requires attendance by not less than half of the total members, in order to form a quorum. In the case where the Chairman is not present at the meeting or being unable to perform his/her duties, another member shall be selected by the meeting to act as the Chairman of the meeting.

### 6.4 Voting

The resolution by the Risk Management and Sustainability Committee's meeting shall be decided by the majority votes of those members present at the meeting. Each Risk Management and Sustainability Committee member can cast a vote. However, any member having conflict of interests regarding the agenda in process, is not allowed to cast vote for said agenda. In the case of equal votes, the Chairman of the meeting shall cast the deciding vote.

## 7. Risk Management and Sustainability Development Policy

The Company has established Risk Management and Sustainability policy to adapt to economic and political changes, as well as address financial crises and complex challenges in terms of

economic, social, and environmental challenges. The Risk Management and Sustainability Committee oversees and monitors these risks following the established plan, through collaboration and coordination among various departments as follows:

### **7.1 Risk Management**

7.1.1 The determination of risk management plans for each organizational unit within the Company follows core business plan and risks associated with business operations that may arise to align the risk management plan with the business plans and objectives.

7.1.2 For the risk management outlined in the above plan, each responsible unit prioritizes risks based on assessments of the occasions and impacts these risks may have on the organization. Subsequently, appropriate measures are established to manage these risks adequately. The internal audit will coordinate and participate in the examination of risk management measures for risk reduction.

7.1.3 The aforementioned risk management measures will be monitored and reviewed by the Risk Management and Sustainability Committee, which includes executive representatives from all relevant units. Quarterly meetings will be held to monitor and evaluate the results of the implemented risk management. The internal audit unit will conduct monitoring and reviewing of risk management practices within each company or department to ensure the achievement of the established objectives.

7.1.4 The Company organizes training seminars and establishes measures for incorporating risk management as an integral part of employee performance assessment, both at the operational and managerial levels. To instill awareness, the mentioned training focuses on both ideology and practical principles aims to contribute to the organization's goal attainment and provide returns to shareholders.

### **7.2 Sustainability Development**

7.2.1 Operate with integrity, prioritize and respect human rights in our dealings with customers, business partners, trade competitors, and labor, ensuring equality and fairness. Also, the Company places an important on responsibility towards consumers, health and safety in our employees' work environments, instill awareness and promote environmental care, and actively contribute to community and social development to enhance overall quality of life.

7.2.2 Ensure that the Board members, executives, employees, and staff at all levels have the responsibility to support, promote, and align their work with sustainable development policies to cultivate a culture. The operations are carried out with consideration for balanced benefits in economic, social, and environmental aspects.

7.2.3 Strive to raise awareness and foster responsibility towards sustainable development, ensuring confidence that the Company will develop the economy in line with social, environmental, and stakeholders' benefits. This includes promoting responsible operations throughout the organization's value chain consistently.

## 8. Evaluation

To ensure the effectiveness of the Risk Management and Sustainability Committee's work and the achievement of its objectives, the Risk Management and Sustainability Committee shall conduct periodic self-assessments or use other appropriate methods for evaluating its performance. The results of these assessments will be used to improve the Committee's performance and achieve greater efficiency while meeting the defined objectives.

## 9. Report

The Risk Management and Sustainability Committee shall report its performance to the Audit and Corporate Governance Committee for reviewing prior proposing to the Board of Directors. The progress is as follows:

9.1 For risk management, the evaluation and management of risk must be reported to the Audit and Corporate Governance Committee for reviewing at least 4 times a year prior to the proposal to the Board of Directors.

9.2 For sustainability, the operating results must be reported to the Audit and Corporate Governance Committee at least once a year prior to the proposal to the Board of Directors.

9.3 Prepare the report of the Risk Management and Sustainability Committee to disclose it in the Company's annual report, Form 56-1 One Report. This report shall be signed by the Chairman of the Risk Management and Sustainability Committee.

## 10. Charter Review

The Risk Management and Sustainability Committee should annually review the charter to assess the necessity of changing the responsibilities of the committee and propose modifications if needed.

*The Charter of the Risk Management and Sustainability Committee has been revised and approved by the Meeting of the Board of Directors of Jasmine Technology Solution Public Company Limited No. 2/2023 convened on March 23, 2023.*