

*(Translation)*



**Risk Management Committee Charter:**  
**RMC Charter**  
**Business Online Public Company Limited**  
**As of 20 December 2024**

**Approved by the Board of Directors of Business Online Public Company Limited**

**As of 20 December 2024**

**Risk Management Committee Charter**  
**Business Online Public Company Limited**

**1. Objective**

The Board of Directors has emphasized the importance of adhering to good corporate governance policies. Therefore, a decision was made to establish the Risk Management Committee to consider and define policies and frameworks for risk management, providing guidance for the Company's operations. This also includes supporting training, collecting, and monitoring risks to increase awareness and understanding of the importance of risk management, which can be applied effectively to ensure confidence and credibility among stakeholders. This, in turn, increases value and promotes sustainable growth for the Company.

**2. Composition**

- (1) The Risk Management Committee shall consist of directors or executives at least 3 members, including at least 1 director of the Company.
- (2) The Board of Directors shall appoint one of the members of the Risk Management Committee as the Chairman, and the Chairman shall appoint a Secretary for the Committee to assist in organizing meetings, preparing agendas, submitting meeting documents, and recording minutes.

**3. Qualifications of the Risk Management Committee Members**

The Chairman and members must have the qualifications and not be disqualified according to the following:

- (1) They must possess the knowledge, skills, and experience that are beneficial for the role of the Risk Management Committee and be able to dedicate sufficient time to ensure the success of the committee's objectives.
- (2) They must meet the qualifications and not be disqualified under the Public Limited Companies Act, the Securities and Exchange Act, and any other relevant laws.

**4. Term of Office**

- (1) The members of the Risk Management Committee serve a term of no more than 3 years from the date of their appointment or as per their term as a director of the Company. Upon completion of the term, they may be reappointed.
- (2) In addition to the expiration of the term, members shall cease their position upon:
  1. Death
  2. Resignation
  3. Loss of qualifications or disqualification under the relevant laws
  4. A decision by the Board of Directors to remove the member
- (3) A member who wishes to resign shall submit a resignation letter to the Chairman of the Board of Directors.

- (4) In the case that a position becomes vacant for reasons other than the term expiration, the Board of Directors shall appoint a qualified individual to replace the outgoing member, unless the remaining term is less than 2 months, in which case the Board may choose not to fill the vacancy. The new member will serve the remaining term.

## **5. Meetings**

- (1) The Risk Management Committee shall meet at least once a year. The Chairman may call additional special meetings as deemed necessary. The Chairman will propose the meeting agenda.
- (2) The Chairman or the Secretary shall send meeting invitations to the members at least 5 days prior to the meeting to allow sufficient time for review. In urgent cases, the invitation and documents may be sent with less than 3 days' notice. The meeting date may be changed accordingly.
- (3) A quorum is valid when at least half of the members are present.
- (4) If the Chairman is absent, the members present will select one among themselves to preside over the meeting.
- (5) Members traveling on business may attend the meeting via video/teleconference or other similar means.
- (6) Each member has one vote in the decision-making process. Decisions shall be made by a majority vote. If any committee member has a conflict of interest in a particular matter, they shall not have the right to vote on that matter. In the event of a tie, the Chairman will cast a decisive vote.
- (7) The Committee has the authority to invite other individuals with relevant expertise to attend meetings.

## **6. Duties and Responsibilities**

- (1) Define the overall risk management policy and framework of the Company, covering key risks and determining appropriate measures to prevent, mitigate, and limit these risks.
- (2) Create risk management policies that align with the Company's objectives, goals, strategies, and acceptable risk levels, and ensure the entire organization is aligned in managing risks. These shall be proposed to the Board of Directors for consideration and shall ensure that the Company identifies risks and assesses both internal and external factors that may hinder the achievement of its objectives.
- (3) Ensure the Company has an appropriate and effective risk management policy and provide reports to the Board of Directors as deemed appropriate or upon request.
- (4) Develop strategies to manage risks in accordance with the Company's approved risk management policy. Additionally, analyze, evaluate, and monitor compliance with the established risk management policy.
- (5) Monitor, assess and oversee the process of risk management by management and ensure it is proper and in line with the defined policies.
- (6) Review and approve acceptable risk levels (Risk Appetite) and risk tolerance levels before presenting them to the Board for approval. This includes providing opinions on

risk management measures and action plans to address residual risks, ensuring that risk management is adequate and appropriate.

- (7) Provide guidance and support to the Board and management in implementing organizational risk management and promote continuous improvement in the internal risk management system.
- (8) The Committee has the authority to request cooperation from other departments or individuals within the Company to provide information, either by providing written explanations or by inviting executives or employees from relevant departments to attend meetings with the Risk Management Committee, to provide verbal or written clarifications regarding risks and responsibilities, as deemed necessary by the Committee. Compliance with requests for attendance, inquiries, or information shall be considered a duty of employees at all levels in supporting the Risk Management Committee.
- (9) The Committee has the authority to request actions from departments to ensure they can fulfill their responsibilities outlined in this Charter or other duties assigned by the Board.
- (10) Oversee and support the success of enterprise-wide risk management by promoting the importance of a risk-aware culture and an appropriate risk culture for each factor among management and employees. This approach should guide decision-making in resource allocation and operations, ensuring they are appropriate and sufficient. Additionally, provide support for the work of the risk team and/or the Risk Manager.
- (11) Review and support the review and assessment of the adequacy of the Company's overall risk management system and policies, including the effectiveness of the system and compliance with the established policy. This review should be presented to the Board of Directors at least annually to ensure that the risk management policy aligns with and is appropriate for the current business strategy and operational environment.
- (12) Provide recommendations for improvements to the Board to ensure alignment with the policies and strategies set by the Board.
- (13) Engage consultants or independent individuals for opinions or advice as necessary.
- (14) Consider, review and update this Charter at least once a year and submit it to the Board for approval.
- (15) Perform any other duties assigned by the Board with the approval of the Risk Management Committee.

## **7. Reporting of the Risk Management Committee**

The Chairman of the Risk Management Committee is responsible for reporting to the Board of Directors on the activities, meetings, or any other relevant reports that are of importance to shareholders, investors, and stakeholders.

## 8. Performance Evaluation

The Risk Management Committee shall conduct an annual self-assessment of its performance, both collectively and individually. The results shall be reported to the Board of Directors annually.

Approved by the Board of Directors, Meeting No. 5/2024, as of 20 December 2024.

- *Min Intanate* -  
Mr. Min Intanate  
(Director and Executive Chairman)

- *Banyong Limprayoonwong* -  
Mr. Banyong Limprayoonwong  
(Chairman of the Board of Directors)