

CHARTER OF THE RISK MANAGEMENT COMMITTEE

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY LIMITED

VERSION 01/2026
EFFECTIVE 27 February 2026

TABLE OF CONTENTS

1. OBJECTIVES	3
2. COMPOSITIONS	3
3. QUALIFICATIONS	3
4. APPOINTMENT, TERM OF OFFICE AND VACATION OF OFFICE	3
5. AUTHORITY, DUTIES AND RESPONSIBILITIES	4
6. MEETINGS	4
7. REPORTING	5

1. OBJECTIVES

The Board of Directors recognizes the importance of good corporate governance and has entrusted the Risk Management Committee with the responsibility of establishing policies, frameworks, and corporate risk management strategies aligned with business goals. This includes overseeing, monitoring, and evaluating risk management practices to ensure they remain within acceptable levels, thereby fostering organizational stability and sustainability.

2. COMPOSITIONS

The Board of Directors shall appoint the Risk Management Committee, which shall consist of at least three (3) members, comprising directors, Head of Accounting and Finance Division, and Head of Strategy and Investment Division, or as deemed appropriate by the Board of Directors.

3. QUALIFICATIONS

- 1) The members of the Risk Management Committee shall possess all the required qualifications and shall not be under any prohibitions pursuant to the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), and other relevant laws.
- 2) The members shall possess knowledge and understanding of the Company's business, or have specific expertise that is vital to the achievement of the Company's business objectives.
- 3) The members shall be able to devote sufficient time to their duties to ensure that the operations of the Risk Management Committee successfully achieve its objectives.

4. APPOINTMENT, TERM OF OFFICE AND VACATION OF OFFICE

4.1 APPOINTMENT

- 1) The appointment of the Chairperson and members of the Risk Management Committee, including the determination of their remuneration, shall be in accordance with the resolutions of the Board of Directors.
- 2) The Risk Management Committee shall appoint a Secretary to the Risk Management Committee to support its operations, including scheduling meetings, preparing agendas and meeting documents, and recording minutes of meetings.
- 3) The Risk Management Committee may appoint a Risk Management Working Group, comprising the top executives of each business unit, to translate and integrate corporate risk management policies into departmental practices. This scope includes setting objectives, identifying and assessing risks, defining and implementing risk response measures, monitoring and reporting results, and continuously promoting and embedding a risk management culture among all employees within the unit.

4.2 TERM OF OFFICE

- 1) The term of office for directors appointed to the Risk Management Committee shall correspond to their tenure as directors of the Company. Upon the expiration of their term, they may be reappointed.
- 2) Executives of the Company appointed to the Risk Management Committee shall hold office for the duration of their tenure as executives of the Company, or until the Company issues an order of change.
- 3) In the event that a position on the Risk Management Committee becomes vacant for any reason other than retirement by rotation, the Board of Directors shall consider appointing a fully qualified person to fill the vacancy, ensuring that the Risk Management Committee maintains the minimum number of members as specified in this charter.

4.3 VACATION OF OFFICE

- 1) Besides completing their terms, members of the Risk Management Committee may vacate their positions in the following cases:
 - 1.1) Death;
 - 1.2) Resignation;
 - 1.3) Disqualification or possession of prohibited characteristics under the Public Limited Companies Act B.E. 2535 (including any amendments thereto), the Securities and Exchange Act B.E. 2535, and the relevant notifications of the Securities and Exchange Commission;
 - 1.4) Removal by a resolution of the Board of Directors;
 - 1.5) Vacation of office as a Director of the Company;
 - 1.6) Vacation of office as an executive of the Company and/or termination of employment status (in the case that the member of the Risk Management Committee holds a position as an executive of the Company).
- 2) Any member of the Risk Management Committee wishing to resign from office shall submit a resignation letter to the Chairperson of the Board of Directors. The resignation shall take effect from the date the Chairperson of the Board of Directors receives the said letter.

5. AUTHORITY, DUTIES AND RESPONSIBILITIES

- 1) Review and revise the Risk Management Policy and Framework at least once a year to ensure alignment with the Company's objectives, goals, and strategies, and propose any amendments or updates to the Board of Directors for approval.
- 2) Consider the Company's risk management framework to cover all significant risks, such as strategic risk, operational risk, information technology risk, financial risk, legal and regulatory risk, and emerging risks.
- 3) Oversee the identification and assessment of significant risks that may impact the Company by evaluating both impact and likelihood. This includes prioritizing risks, determining appropriate risk response measures, and monitoring risk management results while reporting risk management performance to the Board of Directors.
- 4) Consider and review the determination of risk appetite and the procedures to be followed if risk levels exceed defined limits, and propose these to the Board of Directors for consideration and approval.
- 5) Coordinate with the Audit Committee in the event of significant factors or incidents that may materially affect the Company, and report to the Board of Directors for acknowledgment and consideration as soon as possible.
- 6) Review and assess the adequacy of the Risk Management Committee Charter at least once a year to ensure its alignment with the Company's objectives and the changing business environment. Any proposed amendments or updates shall be submitted to the Board of Directors for consideration and approval.

6. MEETINGS

- 1) Meetings of the Risk Management Committee shall be held at least once per quarter, or as appropriate. Members may attend meetings in person at the designated venue or via electronic methods. Meetings conducted through electronic methods shall comply with the criteria prescribed by relevant laws or notifications.
- 2) To call a meeting, the Chairperson of the Risk Management Committee or a designee shall send a notice of the meeting, which may be delivered via electronic methods, to all members at least seven (7) days prior to the meeting date. Except in cases of urgent necessity, notice may be given by other means or the meeting date may be moved forward. The Committee may invite relevant executives or employees to attend the meeting to provide information or opinions as deemed appropriate.

