

Charter of the Corporate Governance and Risk Management Committee

1. Objectives

The Risk Management and Corporate Governance Committee is appointed to support the operations of the Board of Directors of HaadThip Public Company Limited ("the Company"). Its purpose is to support the Company in establishing policies and guidelines to promote and advise on effective corporate governance and risk management. The aim is to set international standards for the Company to adhere to and promote and support all levels of Company personnel to operate efficiently, transparently, ethically, and verifiably. This will contribute to a corporate culture that builds confidence among shareholders, investors, and stakeholders.

2. Composition and Qualifications of the Risk Management and Corporate Governance Committee

- 2.1 The Risk Management and Corporate Governance Committee consists of directors of the Company, with at least three members, and at least one-third must be independent directors.
- 2.2 A person from the management responsible for corporate governance or a qualified individual shall serve as the secretary of the Risk Management and Corporate Governance Committee.
- 2.3 To ensure continuous business operations, the Committee must possess a good understanding of corporate governance and risk management.
- 2.4 Board members must efficiently perform their duties, express opinions, and report task outcomes impartially and independently.
- 2.5 Propose and monitor changes regarding corporate governance and risk management globally, continuously contributing to the development of Company policies and practices.

3. Terms of Office

- 3.1 The Risk Management and Corporate Governance Committee operates according to the terms of the Company's Board of Directors.
- 3.2 In case the term of office is completed, or there is a reason preventing a member from completing the term, the Company's Board of Directors must appoint a new member within three months to maintain continuity, unless exceptional circumstance prevents it from doing so.
- 3.3 In case all members of Risk Management and Corporate Governance Committee ends term of positions. The ex-Risk Management and Corporate Governance Committee will be acting committee until new committee is appointed.

4. Responsibilities and Duties

- 4.1 Review and screen risk management and corporate governance policies, as well as other relevant policies, to provide guidance for the organization to comply with the Company's and international standards, and the stock exchange of Thailand's standard.
- 4.2 Evaluate long-term and annual operating plans related to risk management and corporate governance, ensuring a continuous and systematic approach.
- 4.3 Supervise, monitor, and evaluate the performance of risk management and corporate governance, reporting the results to the Company's Board of Directors.
- 4.4 Foster an atmosphere that emphasizes the importance of integrating risk management and corporate governance, encouraging all employees to work effectively.
- 4.5 Support and promote the dissemination of good corporate governance culture, recommending ethical practices to prevent and resist corporate corruption, and informing directors, executives, and employees about potential risks.
- 4.6 Perform other duties assigned by the Company's Board of Directors.

5. Meetings and Voting Procedures

- 5.1 Conduct meetings at least twice a year. The Chairman of the Risk Management and Corporate Governance Committee may call additional meetings as needed or upon request of at least half of the members.
- 5.2 Meetings must have at least half of the total members present to be valid.
- 5.3 If the Chairman cannot perform their duties, the meeting members must elect a chairman from those present.
- 5.4 Decisions are based on the majority vote of the attending members of the Risk Management and Corporate Governance Committee
- 5.5 In case the tie-vote, the Chairman, provides the tie-breaking vote.

6. Performance Evaluation

Risk Management and Corporate Governance Committee must conduct a self-evaluation annually. If issues or obstacles hindering the achievement of tasks are identified, they must report to the Company's Board of Directors.

7. Charter Review

The Risk Management and Corporate Governance Committee is responsible for evaluating the charter annually to ensure its suitability for current situations.