



Translation

TEKA Construction Public Company Limited

Risk Management and Sustainability
Committee Charter

November 10, 2023

Translation

Risk Management and Sustainability Committee Charter

1. Objectives

The Board of Directors of TEKA Construction Public Company Limited (“ the Company ”) has appointed the Risk Management and Sustainability Committee to establish a Risk Management and Sustainability policy covering the entire organization, as well as supervise the establishment of a Risk Management and Sustainability system or process to decrease any impacts that may occur to the Company's business operations appropriately, and in accordance with the principles of good corporate governance and giving importance to society, community and environment. The Board of Directors has determined the scope of powers, duties, and responsibilities so that the Risk Management and Sustainability Committee can perform its duties effectively as assigned by the Board of Directors.

2. Compositions

- 2.1 The Risk Management and Sustainability Committee consists of at least 3 directors, executives and/or qualified persons with good knowledge and understanding of Risk Management and Sustainability and at least 1 person must be an independent director.
- 2.2 The Board of Directors appoints the Chairman of the Risk Management and Sustainability Committee, or the Risk Management and Sustainability Committee to elect 1 member of the Risk Management and Sustainability Committee to be the Chairman of the Risk Management and Sustainability Committee. The Chairman of the Risk Management and Sustainability Committee must not be the same person as the Chairman of the Board of Directors.
- 2.3 The Risk Management and Sustainability Committee appoints the Risk Management and Sustainability Committee Secretary to assist the Risk Management and Sustainability Committee's operations in regards to the meeting appointments, preparing the agenda, submission of meeting documents and recording of meeting minutes.

3. Qualifications of the Risk Management and Sustainability Committee

- 3.1 Being knowledgeable and experienced, having a good understanding of the Company's business operations in order to formulate a Risk Management and Sustainability policy that covers the entire organization as well as supervise the establishment of a Risk Management and Sustainability system or process to appropriately reduce the impact on the Company's business.

- 3.2 Possess honesty, integrity and sufficient time to devote knowledge, especially the ability to perform duties for the Company, to ensure the success of the Risk Management and Sustainability Committee to achieve the objectives.
- 3.3 Qualified and not having any prohibited characteristics under the law governing public limited companies, Securities and Exchange Act and any other relevant laws.

4. Appointment, Term of Office, and Retirement

4.1 Appointment

The Board of Directors or the shareholders' meeting has authority to appoint the Risk Management and Sustainability Committee.

4.2 Term of Office

- (1) The Risk Management and Sustainability Committee has a term of service according to the term of office of the Company's director or for a term of 3 years.
- (2) In the event that the position of the Risk Management and Sustainability Committee member is vacant for reasons other than retirement by rotation, the Board of Directors shall appoint qualified persons to be the Risk Management and Sustainability Committee so that the Risk Management and Sustainability Committee meets the required number of the Board of Directors as stipulated in this Charter.

4.3 Retirement

- (1) Other than retirement by rotation, the directors shall vacate office upon:
 - a) Death
 - b) Resignation
 - c) Retired from being a director or executive of the Company (depending on the case).
 - d) The Board of Directors passes a resolution removing him/her from office.
 - e) Lack of qualifications as a Risk Management and Sustainability committee member.
- (2) Any Risk Management and Sustainability committee member resigning from the position, must submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.

5. Authorities, Duties, and Responsibilities of the Risk Management and Sustainability Committee

- 5.1 Determine the Company's Risk Management and Sustainability policy and framework (which consists of Structural Risk Management and Sustainability Policy and Risk Management and Sustainability processes) for submission to the Board of Directors.

- 5.2 Considering overall Risk Management and Sustainability and covers major risks such as business risks, market risk, liquidity risk credit risk, operational risk, and risks affecting the Company's reputation, etc., including advising the Board of Directors and the management department on Risk Management and Sustainability.
- 5.3 Review, assess and review the Risk Management and Sustainability framework at least annually to ensure an effective Risk Management and Sustainability framework in compliance with international standards, appropriate and in line with the strategic direction and business plan of the Company, including assessment and review of policies Code of Conduct as well as the best practices or guidelines for good corporate governance of the Company, together with international practice guidelines and recommendations of institutions, and present to the Board of Directors for further approval.
- 5.4 Supervise the identification of risks, consider, assess and review the risk faced by the Company or expects to occur by considering both external and internal factors that may result in the Company failing to achieve the intended objectives (Identification of Risk) and assessing the impact and the likelihood of the identified risks, to prioritize risks and choose appropriate Risk Management and Sustainability methods and determine the acceptable risk level of the Company (Risk Appetite).
- 5.5 Supervise and monitor all departments within the Company to follow the Risk Management and Sustainability policy, report on Critical Risk Management and Sustainability for the Company to have effective Risk Management and Sustainability system throughout the organization and continuous operation, along with giving advice and comment on the risk assessment measure management results, and the Company's remaining Risk Management and Sustainability plans, to ensure effective Risk Management and Sustainability and suitable for the Company's business operations and to be able to manage various risks within an acceptable level according to the Risk Management and Sustainability policy.
- 5.6 Providing support to develop Risk Management and Sustainability and various Risk Management and Sustainability support tools at all levels throughout the organization continuously and efficiently, as well as to promote and support the improvement and development of the internal Risk Management and Sustainability system continuously and regularly.
- 5.7 Regulate and review the Risk Management and Sustainability Committee Charter in accordance with the Risk Management and Sustainability policy, to be effective and sufficiently consistent with changing circumstances.
- 5.8 Report the risks, actions to reduce risks and recommendations as received by the Risk Management and Sustainability Committee for performing of duties to the Board of Directors, to know regularly. In the event that there is an important matter which affects the Company significantly, it must be reported to the Board of Directors to consider as soon as possible.
- 5.9 To appoint a working group as deemed appropriate.

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- 5.10 In performing its duties, the Risk Management and Sustainability Committee may request an independent advisors' opinion when it deems it necessary and appropriate, and the Company is responsible for the expenses.
- 5.11 Communicate and exchange information and coordinate the risks and internal controls with the Audit Committee on a regular basis.
- 5.12 Give advice or recommendations. Provide support and supervision and follow up on sustainability performance in both governance and economic dimensions. social and community dimensions and environmental dimensions so that the company can conduct business sustainably
- 5.13 To perform any other tasks assigned by the Board of Directors or in accordance with the policies that the Board of Directors of the Company determined.

5.14 Reporting on the Performance of the Risk Management and Sustainability Committee

(1) To the Board of Directors

The Risk Management and Sustainability Committee is responsible for reporting to the Board of Directors to acknowledge the results of Risk Management and Sustainability, for the Board of Directors to acknowledge and be aware of the significant risks of the Company, including factors that may affect the operations of the organization in the future. In the event that there are important factors or events that may affect the Company significantly, the committee shall report to the Board of Directors to know and consider as soon as possible. If there is an urgent need, the Risk Management and Sustainability Committee may submit a report to the Board of Directors before the next meeting.

(2) To shareholders

The Risk Management and Sustainability Committee must prepare an annual report to propose to the shareholders' meeting on behalf of the Board of Directors which is part or as an appendix to the annual report.

6. Meetings

6.1 Number of Meetings

- (1) The Risk Management and Sustainability Committee's Meeting must be held at least twice a year and additional meetings may be convened as the Chairman of the Risk Management and Sustainability Committee deems appropriate.
- (2) The Chairman of the Risk Management and Sustainability Committee may convene a special meeting if requested by the Risk Management and Sustainability Committee or the Chairman of the Board of Directors, when there is an agenda that needs to be discussed together.

6.2 Meeting Request

- (1) The Chairman of the Risk Management and Sustainability Committee or the assigned person to send the meeting invitation specifying the date, time, place and activities to be held to all Risk

Management and Sustainability Committee members at least 7 days in advance of the meeting date, except in case of urgent necessity to maintain the Company's benefits will notify the meeting by other methods and set a meeting date earlier than that.

6.3 Meeting and Attendees

- (1) During the Risk Management and Sustainability Committee Meeting, the Risk Management and Sustainability Committee must be present at the meeting for not less than half of the total number of the Risk Management and Sustainability Committee members. Therefore, a quorum could be formed.
- (2) The Chairman of the Risk Management and Sustainability Committee shall preside over the meeting. In the event that the Chairman of the Risk Management and Sustainability Committee is not present at the meeting or is unable to perform the duties, the Risk Management and Sustainability Committee present at the meeting shall elect one Risk Management and Sustainability Committee to act as the Chairman of the meeting.
- (3) The Risk Management and Sustainability Committee may invite management, executives or related employees of the Company, or those who deem appropriate to attend the meeting to give opinions or submit information documents as deemed relevant or necessary.

6.4 Voting

- (1) The resolution of the Risk Management and Sustainability Committee's Meeting to vote with one vote each and using the majority of votes as a criterion. In case of a tied vote, the Chairman in the meeting shall have the casting vote.
- (2) The Risk Management and Sustainability Committee who have a stake in any matter considered, shall refrain from expressing opinions and have no right to vote on that matter.

6.5 Recording of Meeting minutes

- (1) The Secretary of the Risk Management and Sustainability Committee or an assigned person shall record the minutes of the meeting and send it to the Risk Management and Sustainability Committee for consideration within 7 days from the date of each Risk Management and Sustainability Committee meeting. to be reviewed and approved at the next meeting
- (2) The Risk Management and Sustainability Committee Secretary should monitor the progress of various operations, in according to the minutes of the Risk Management and Sustainability Committee Meeting, together with problems and obstacles in the implementation of the opinions or observations of the Risk Management and Sustainability Committee, in order to report to the Risk Management and Sustainability Committee meeting in the next meeting.

7. Remuneration

The Nomination and Remuneration Committee is responsible for determining the remuneration of the Risk Management and Sustainability Committee and propose to the Board of Directors for approval, to propose for approval from the annual general meeting of shareholders.

8. Assessment

To assess the performance of the Risk Management and Sustainability Committee may use their own assessment methods (Self-Assessment) by evaluating the overall results on an individual group and individual basis and reporting the results of the assessment to the Board of Directors annually.

Approved	The resolution of the Board of Directors Meeting No. 4/2019 on August 9, 2019
1 st amendment	The resolution of the Board of Directors Meeting No. 5/2022 on November 11, 2022
2 nd amendment	The resolution of the Board of Directors Meeting No. 4/2023 on November 10, 2023

Effective on November 10, 2023 onwards.

Signature

(Mr. Vithool Jearkjirm)

The Chairman of the Board of Directors
TEKA Construction Public Company Limited