

Charter of
the Risk Management Committee
Bound and Beyond Public Company Limited

Reviewed and Effective on November 22, 2023

Charter of the Risk Management Committee

Objective

The Risk Management Committee ("RMC") is a sub-committee appointed by the Board of Directors. The objective is that RMC prepares the policies for risk management covering the entire organization, and encourages the establishment of the system or process for risk management. These are aimed to mitigate the potential impacts possible to affect the operating results, financial stability, environment and community, and reputation, in order to ensure that all potential impacts are under the acceptable risk level (Risk Appetite). The Board of Directors determines the composition, qualification, and scope of authority and responsibility, for the RMC to perform its duties efficiently and effectively as specified by the Risk Management Policy and Framework.

Composition and Qualification

1. The RMC shall consist of not less than 5 members. The Chairman of RMC shall be an Independent Director and the Managing Director is an ex officio member of the RMC. The other RMC members may be the Company's directors or executives, or other persons who are equipped with appropriate knowledge on the risk management and internal control.
2. The RMC is responsible for appointing the Secretary to RMC in order that the Secretary to RMC is responsible for scheduling the RMC meeting, including preparing the meeting and minutes.
3. The RMC members must be the persons who have sufficient knowledge and experience in the business risk analysis, risk management and internal control.
4. The RMC members must be the persons who can devote the sufficient time to perform various responsibilities of the RMC.
5. The RMC members shall be the persons who have never been prosecuted or punished for the management that is deceptive, fraudulent, or corruption.

RMC Meeting

1. The RMC shall hold the meetings at least 4 times per year. The Company's Management, executives, employees or other persons as deemed appropriate, may be invited to attend the RMC meeting for providing opinions, or requested for submitting information as deemed relevant or necessary.
2. In the RMC meeting, there shall be the RMC members, in the amount of not less than half of the total number of the RMC members, attend the meeting to constitute a quorum. The Chairman of RMC shall act as the Chairman of the Meeting.
3. In the event that the Chairman of RMC does not attend the meeting or is unable to perform the duties, the RMC members attending the meeting shall select one RMC member to act as the Chairman of the Meeting.
4. The resolution of the RMC meeting shall be passed by a majority vote, which each RMC member shall have one vote. In case that the votes are equal, the Chairman of the Meeting shall cast an additional vote as the deciding vote.

Authorities of the RMC

1. To supervise and encourage the implementation of organizational risk management which align with the business strategy and goals, including changing circumstances.
2. To be able to access to or request for the Company's documentary information from the Management for the benefit of risk assessment as opines that it is relevant thereto.
3. To establish the Risk Management Working Team as the RMC deems appropriate.

Responsibilities of the RMC

1. To consider and propose the RMC Charter and Risk Management Policy and Framework to the Board of Directors for consideration and approval, and to provide the suggestion on the guidelines for handling various risks covering strategic risks, operational risks, financial risks, legal and compliance risks, corruption risks, and environmental, social, and corporate governance (ESG) risks, etc., that are relevant to the Company's business operations, which those guidelines shall be appropriate and efficient to, and in consistent with the Company's strategic direction of operations, business plans and changing circumstances.
2. To consider the criteria for risk assessment and determine the measures to be used for risk management in order to ensure that all risks are under the acceptable risk level, and to report to the Board of Directors on the results of risk assessments and risk management plans.
3. To identify the risk issue and conduct the risk assessment, and to determine the risk management plan appropriately in order to maintain an acceptable risk level.
4. To govern, monitor and review for the Management to analyze, assess and manage the risks, and to monitor the significant risks continuously along with providing the recommendation in order to ensure that risk management is effective, adequate, appropriate, and consistent with the Company's Risk Management Policy and Framework.
5. To monitor the Company's risk status, and progress on risk management and what requires to be improved, in order to ensure that those matters are consistent with the established Risk Management Policy and Framework.
6. To perform other matters as assigned by the Board of Directors.

Report of the RMC

1. The RMC reports to the Board of Directors about the results of RMC meeting or any matters that requires to be improved, or other matters that the Board of Directors should be acknowledged, at the next meeting of the Board of Directors.
2. The Chairman of RMC shall report to the shareholders in the Company's Annual Report about the performance of duties in relation to the risk management.

Performance Evaluation

The RMC shall conduct annual evaluation of their performance and report to the Board of Directors.

This RMC Charter has been approved by the Board of Directors' Meeting No. 4/2023 held on November 22, 2023, and shall be effective from November 22, 2023 onwards.