

**Enterprise Risk Management
and Sustainability Committee Charter**

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1. Introduction

Thaire Group Holdings Public Company Limited (the “Company”) has established the Enterprise Risk Management and Sustainability Committee to serve as a dedicated sub-committee responsible for overseeing and integrating the Company’s risk management and sustainability practices. This ensures that the Company operates within the framework and policies on risk management and sustainability, as well as in compliance with applicable regulatory requirements and good governance practices issued by relevant regulatory authorities and organizations, and that risks and sustainability are managed at an acceptable level.

2. Objectives

This Charter of the Enterprise Risk Management and Sustainability Committee is prepared to define the framework, roles, responsibilities, and composition of the Committee, which serves as a sub-committee responsible for overseeing the Company’s integrated risk management and sustainability practices. The Committee ensures alignment with best practices in risk management and sustainability, good corporate governance principles, applicable regulatory requirements, and the evolving business landscape. The Committee also serves as a key mechanism to support and promote the Company’s ability to operate sustainably, with responsibility toward society and the environment, and to achieve its defined objectives and goals efficiently and effectively.

This Charter comprises the following sections:

- * Composition, structure and membership requirements
- * Authorities, duties and responsibilities
- * Meetings
- * Reports to the Board of Directors
- * Composition, structure and membership requirements

3. Composition, structure and membership requirements

The Enterprise Risk Management and Sustainability Committee shall consist of at least five members, with the following qualifications:

1. Appointed by resolution of the Board of Directors or the shareholders’ meeting.
2. At least one member shall be a director of the Company’s Board of Directors.
3. Other members shall be directors of the Board, executives of the Company, or qualified individuals with knowledge and understanding of the Company’s business risks and sustainability.

4. Members shall have a term of office of two (2) years and may be reappointed upon approval by the Board of Directors or the shareholders' meeting.
5. A member shall vacate office upon:
 - 1) Resignation.
 - 2) Disqualification or
 - 3) Death.
6. The Chairman of the Committee must be a member of the Board of Directors.
7. The Chairman shall be appointed with the approval of the Board of Directors.
8. A change in the Chairman shall not affect the tenure of other Committee members.

4. Authorities, Duties, and Responsibilities

The Committee shall have the following authorities

1. To request written explanations from relevant units or invite relevant persons to attend meetings to provide clarification or information relating to risk management and sustainability, as well as other matters within the Committee's responsibilities. All invited persons shall cooperate with the Committee.
2. To undertake any actions necessary to enable the Committee to fulfill its duties as prescribed in this Charter or other special assignments as delegated by the Board of Directors.

Duties and Responsibilities

1. To establish the risk management and sustainability framework and policies and propose them to the Board of Directors for approval, covering all significant risks as deemed appropriate.
2. To oversee the Company's overall risk management and sustainability practices and ensure that the Company operates in accordance with the established framework and policies.
3. To meet regularly at least quarterly to monitor the Company's risk status and changes, as well as progress in risk management and sustainability, and to provide recommendations as appropriate. The Committee shall report such matters to the Board of Directors at least quarterly.
4. To assess the adequacy, efficiency, and effectiveness of the Company's risk management and sustainability practices and review the appropriateness of the framework and policies at least annually or when significant events occur that may materially affect the Company's financial stability.
5. To review and submit the integrated risk report and financial stability risk assessment of the Company to the Board of Directors for approval.

6. To ensure that the Company's risk management and sustainability practices comply with applicable regulatory requirements and good governance practices.
7. To perform any other duties as assigned by the Board of Directors.

5. Meetings

The Committee shall hold regular quarterly meetings and maintain minutes of meetings as evidence of decisions and future actions.

1. The Committee shall meet at least once every quarter.
2. A quorum shall consist of not less than one-half of the total number of Committee members.
3. If the Chairman is absent and no acting Chairman has been appointed, the members present shall elect one member to preside over the meeting.
4. Each member shall have one vote, and resolutions shall be passed by a majority vote. In the case of a tie, the Chairman or the presiding member shall have an additional casting vote.
5. The Chairman may convene special meetings upon request from Committee members or management to consider important risk or sustainability matters.
6. The Committee may invite relevant persons to attend meetings and present information or documents as appropriate.

6. Reports to the Board of Directors

The Committee shall report the following matters to the Board of Directors:

1. A summary of the Company's risk status and compliance with risk management and sustainability policies at least quarterly.
2. Results of risk management and sustainability practices, including review of the adequacy of the framework and policies, at least annually or when significant events occur that may materially affect the Company's financial stability, reputation, or image.
3. Reviewed risk management and sustainability frameworks and policies for approval at least annually.
4. Integrated risk reports and financial stability risk assessments for approval at least annually.

7. Charter Review Meetings

The Committee shall review the adequacy of this Charter annually to ensure alignment with the Company's objectives and risk management and sustainability strategies. Any material amendments to the Charter shall be subject to approval by the Board of Directors.

This Charter was approved by the Board of Directors Meeting No. 2/2026 held on 1 April 2026.

This Charter shall be effective from 1 April 2026 onwards.

Announced on 1 April 2026.