

**RISK MANAGEMENT COMMITTEE CHARTER
OF
GMO-Z COM SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**

The Risk Management Committee Charter was prepared to set the framework for the scope, authority, duties and responsibilities of the Risk Management Committee of GMO Z-com Securities (Thailand) Public Company Limited. The objective is to ensure the Risk Management Committee serves as an efficient mechanism for the Board of Directors ("Board") in supervising the Company's risk management. It is also in keeping with best practices of good corporate governance.

1. Objective

The Risk Management Committee was established to support the execution of the duties and responsibilities of the Board with regard to risk assessment and prescription of preventive measures to effectively manage and mitigate such risks at an appropriate and acceptable level including supervising the risk management in accordance with the prescribed methods.

2. Committee Members

The Committee shall be composed of at least three members appointed by the Board. Members shall appoint one of member as a Chairman. The Committee appoints one person as its secretary. The Committee must not have conflicts of interest or can use the Company's opportunities or information for their benefit, directly or indirectly.

The Committee serves a term of three years from the day on which a resolution is passed for the appointment.

In case any position on the Committee is vacant due to reasons other than expiration of term, the Board shall appoint a fully qualified person to the Committee for the remaining term of the member whom he/she replaced.

3. Meetings

(1) Frequency of Meetings

Meetings shall be held at least once a month. Special meetings may be convened by the Committee Chairman as required.

(2) Minutes

Secretary of the Risk Management Committee is responsible for scheduling meetings, prepare the agenda, and record minutes of meeting. And Minutes of each Committee meeting shall be made in writing.

(3) Quorum and voting

At each Committee meeting, not less than half of the members must attend to constitute a quorum. The Committee may invite members of management or advisers to attend meetings and provide pertinent information.

A resolution of the Committee is derived from majority votes of the committee members participating in the meeting. Any member who may stand to gain or lose in relation to any item on the agenda, shall not comment or vote on the matter thereof. If the voting results in a tie, the chair of the meeting shall cast an additional decisive vote.

If the Chairman is absent at a meeting or cannot carry out the duty, a majority of the Committee members present shall appoint one member as a Chairman for that meeting.

4. Authorities

- (1) The Committee shall have the authority to delegate authority and responsibilities to subcommittees.
- (2) The Committee shall have the authority to obtain advice from internal or external legal, accounting or other advisers.

5. Duties and Responsibilities of the Committee

- (1) Determine risk management policies, targets, and to plan and establish corporate risk management systems clearly and consistently, as well as to ensure that the internal control system is adequate for effective management of major risks.
- (2) Encourage and stimulate cooperation in corporate risk management at all levels.
- (3) Supervise corporate risk management appropriately and effectively, including risks pertaining to fraud and corruption, giving priority to early warning signs and irregularities.

- (4) Attend to overseeing that the Company and its agencies fully comply with all relevant legal and regulatory requirements governing the conduct of its business operations.
- (5) Develop corporate risk management systems with efficiency and consistency. Also, the committee is responsible for monitoring that the risk management operations are done based on the Company's risk management framework.
- (6) Review, improve and amend the Charter of the Risk Management Committee and present it to the Board for approval.
- (7) Report the results of the risk management operations to the Board. In case that there is a significant factor or situation which might affect the company significantly, the committee must report to the Board immediately.
- (8) Other operations assigned by the Board.

6. Review and Amendment of the Charter

Risk Management Committee shall review and evaluate the adequacy and appropriateness of the Charter on an annual basis. The revised charter must be approved by the Board of Directors.

7. Effective Date

This charter shall be effective from 11 May 2022 onwards.

Revision History

Date	Status	Details of Revision
20 October 2021	Cancelled	-
25 March 2022	Cancelled	- Changing Company name
11 May 2022	Effective	- Revising Clause 2 by adding conflicts of interest