



## **ORIGIN PROPERTY PUBLIC COMPANY LIMITED OR “COMPANY”**

### **Charter of the Risk Management Committee**

(Approved by the resolution of the Board of Directors' Meeting No. 6/2568 held on 14 November B.E. 2568.)

## Revision History

Revision no.	Revision page	Details of Revision	Reviewed by	Approved by	Remarks
1	3	Section 3: Scope of Duties and Responsibilities	Risk Management Committee Meeting No.4/2561 held on 14 Sep. B.E. 2561	Resolution of the Board of Directors' Meeting No. 4/2561	
	4	Section 4: Term of Office			
	5	Section 5: Meetings and Reporting			
2	3	Section 2: Composition, Appointment, and Qualifications	Risk Management Committee Meeting No.5/2563 held on 4 Nov. B.E. 2563	Resolution of the Board of Directors' Meeting No. 7/2563 held on 24 Dec. B.E.2563	
	3	Section 3: Scope of Duties and Responsibilities			
3	3	Section 2: Composition, Appointment, and Qualifications	Risk Management Committee Meeting No.1/2564 held on 19 Feb. B.E. 2564	Resolution of the Board of Directors' Meeting No. 2/2564 held on 1 Mar. B.E.2564	Revision of the structure of the Risk Management Committee (RMC) to report directly to the Board of Directors (previously reported to the Audit Committee), in accordance with the resolution of the Board of Directors' Meeting No. 1/2564 held on 28 January B.E. 2564.
	3	Section 3: Scope of Duties and Responsibilities			
	5	Section 5: Meetings and Reporting			
	5	Section 6: Self-Assessment of Performance			
	6	Section 7: Charter Review			
	6	Section 8: Transitional Provisions			
4	3	Section 3: Scope of Duties and Responsibilities	Risk Management Committee Meeting No.5/2565 held on 9 Nov. B.E. 2565	Resolution of the Board of Directors' Meeting No. 8/2565 held on 14 Nov. B.E.2565	
5	3 - 5	Section 3: Scope of Duties and Responsibilities	Risk Management Committee Meeting No.4/2568 held on 10 Nov. B.E. 2568	Resolution of the Board of Directors' Meeting No. 6/2568 held on 14 Nov. B.E.2568	3.4 Refine the wording for enhanced clarity 3.5 Enhance the section by incorporating

					additional details on risk management and mitigation plans to ensure clarity and alignment with the Risk Management Committee's mandate. 3.9 Include a requirement for preparing the "Risk Management Committee Report," ensuring that key activities undertaken during the year are sufficiently and appropriately disclosed in the Annual Report.
	6	Section 5: Meetings and Reporting (Renumber the existing Item 5.4 to Item 5.7)			Renumber the existing Item 5.4 to Item 5.7 and add the following statement: "including preparing a summary of the Risk Management Committee's meeting results for reporting to the Board of Directors."

## **1. Objectives**

The Board of Directors of Origin Property Public Company Limited places strong emphasis on the principles of good corporate governance and has therefore established the Risk Management Committee to oversee the development and implementation of enterprise-wide risk management policies. The Committee is entrusted with ensuring that an effective risk management system and process are in place to support the achievement of the Company's strategic objectives, foster operational resilience, and enhance stakeholder confidence. This governance mechanism is integral to promoting the long-term sustainability and value creation of the Company.

## **2. Composition, Appointment, and Qualifications**

2.1 The Risk Management Committee shall be appointed by the Board of Directors of Origin Property Public Company Limited and shall be assigned to report directly to the Board of Directors.

2.2 The Risk Management Committee shall consist of no fewer than three (3) members of the Board of Directors, at least one (1) of whom must be an independent director.

2.3 The Chairman of the Risk Management Committee shall be appointed by the Board of Directors. The Committee shall designate a qualified individual, possessing appropriate expertise in risk management—preferably the Head of Risk Management—to serve as the Secretary to the Committee.

## **3. Scope of duties and responsibilities**

3.1 Establish enterprise-level risk management policies and risk management frameworks for the Company and its affiliated entities, and present them to the Board of Directors for approval.

3.2 Oversee the management of material enterprise risks that may impact corporate policies, operations, or the Company's reputation and image, ensuring that such risks are maintained within acceptable levels and managed at an appropriate cost.

3.3 Consider and review risk management approaches and tools to ensure efficiency and appropriateness for the nature and size of each risk in the transactions the Company conducts.

3.4 Consider and endorse risk assessment criteria, risk appetite thresholds, and trigger points, as well as risk mitigation plans across all major risk categories, including: Strategic Risk, Operational Risk, Financial Risk, Reputational Risk, Compliance Risk (legal and regulatory), Information Technology (IT) Risk, Sustainability Risk (ESG Risks), and other key risks, such as Fraud and Corruption risk.

3.5 Consider and comment on the assessment of corporate risk management, the enterprise risk management and mitigation plans, and ensure that the Company has adequate and appropriate risk management in various important areas, including corruption risks, and follow up on the results of corporate risk management in cases where the risk assessment results exceed the acceptable level/Trigger Point specified by the Company.

3.6 Promote risk awareness and develop employee understanding of risk concepts and the Company's risk management processes through effective communication and training initiatives.

3.7 Seek consultation with external experts, as deemed necessary, to ensure the effective discharge of duties under this Charter, with all related expenses borne by the Company.

3.8 Exercise authority to invite executives or other relevant individuals to attend meetings, in order to provide clarifications, explanations, or additional information on risk management and responsibilities, as deemed appropriate by the Committee.

3.9 Oversee the reporting of material risk management activities to the Board of Directors, and prepare the "Risk Management Committee Report," ensuring that it provides a sufficiently detailed and appropriate summary of key activities undertaken during the year and is duly disclosed in the Company's Annual Report, and to discharge any other duties as may be delegated or assigned by the Board of Directors.

#### **4. Term of Office**

4.1 Each member of the Risk Management Committee shall serve a term of three (3) years. A member who has completed the term may be reappointed for another term, subject to the approval of the Board of Directors.

4.2 The Risk Management Committee shall vacate office upon:

- 1) Completion of the term of appointment
- 2) Resignation
- 3) Death
- 4) Removal by resolution of the Board of Directors

4.3 In the event that any Risk Management Committee member is unable to complete his or her term of office, the Board of Directors will consider appointing a new Risk Management Committee member immediately, or at the latest within (3) months from the date the number of members is incomplete, in order to ensure continuity of operations. The person appointed to replace the member will be in the position only for the remaining term of the member they replace.

## 5. Meetings and Reporting

5.1 The Risk Management Committee shall convene regular meetings at least once per quarter, and may hold additional special meetings as deemed appropriate.

5.2 A meeting shall constitute a quorum only when no fewer than one-half of the total number of Committee members are in attendance.

5.3 In the event that the Chairman of the Risk Management Committee is unable to attend or perform duties at any meetings, the attending members shall appoint one among themselves to act as the meeting chairperson.

5.4 Any Committee member having a conflict of interest in a matter under consideration shall not participate in the discussion or vote on such matter.

5.5 Each member of the Risk Management Committee, including the Chairman, shall have one vote. Resolutions shall be passed by a majority of votes. In the case of a tie, the Chairman shall have the casting vote. The Secretary shall have no voting rights.

5.6 The Chairman of the Risk Management Committee, or a delegated person, may determine that a meeting be held via electronic means. Any such meeting shall be conducted in compliance with applicable laws and shall be deemed equivalent to a physical meeting held at a single venue, in accordance with legal provisions and this Charter.

5.7 The Secretary to the Risk Management Committee, or the Risk Management Unit, shall be responsible for organizing meeting arrangements, preparing agendas, delivering supporting documents in advance, and recording meeting minutes, as well as preparing a summary of the Committee's meeting resolutions for reporting to the Board of Directors.

## **6. Self-Assessment**

The Risk Management Committee shall conduct a self-assessment of its performance at least once a year and report the results to the Board of Directors. The outcome of the assessment shall be used to enhance the Committee's effectiveness and ensure the achievement of its objectives.

## **7. Review the charter**

The Risk Management Committee shall review the adequacy and appropriateness of this Charter at least annually to ensure its alignment with the Company's risk management objectives and strategies.

## **8. Transitory provisions**

The authority, duties, responsibilities, and operating framework of the Risk Management Committee as defined in this Charter shall apply to Origin Property Public Company Limited, its subsidiaries, and/or affiliated companies.

However, in cases where any subsidiary and/or affiliated company has established its own Risk Management Committee, the authority, duties, responsibilities, and operating framework under this Charter shall be subject to the governance of the respective Risk Management Committee of that entity.