



Charter of the Risk and Sustainability Development Committee
G-Able Public Company Limited

Reviewed on 21 February 2024

Table of Contents`

	Page
1. Definition	1
2. Objective	1
3. Composition	1
4. Qualifications	1
5. Appointment, Office Term and Vacating Office	2
6. Duties and Responsibilities	3
7. Meeting	4
8. Reporting	4
9. Performance Evaluation	4
10. Charter Review	4

1. Definition

“Company”	means	G-Able Public Company Limited
“Board of Directors”	means	The Board of Directors of G-Able Public Company Limited
“Director”	means	Director of G-Able Public Company Limited
“RSD Committee”	means	The Risk and Sustainability Development Committee of G-Able Public Company Limited
“Member of the RSD Committee	means	Member of the Risk and Sustainability Development Committee of G-Able Public Company Limited
“Executive”	means	A person who hold an executive position of G-Able Public Company Limited

2. Objective

The Board of Directors has appointed the RSD Committee to (a) formulate a risk management policy that covers the entire organization, supervise and oversee the risk management system to control and mitigate the impact of risks, as well as set preventive measures and monitor the implementation of such measures appropriately; and (b) formulate policies, criteria and guidelines, including give recommendation regarding sustainability development.

3. Composition

- 3.1 The RSD Committee shall consist of not less than 3 Directors or Executives, and at least 1 Director must be the Member of the RSD Committee.
- 3.2 The Board of Directors and/or the RSD Committee shall elect one Member of the RSD Committee to be the Chairman of the RSD Committee. The Chairman of the RSD Committee shall be the Director and shall not be the same person holding a position of the Chairman of the Board of Directors.
- 3.3 The Chief Executive Officer shall be the Member of the RSD Committee by virtue of position.

4. Qualifications

- 4.1 Possessing qualifications with no prohibited characteristics pursuant to public companies limited law and other relevant laws
- 4.2 Being a person who has knowledge, capabilities and experiences that are beneficial to performing duties as the Member of RSD Committee and being able to devote sufficient time to fulfill the duties of the RSD Committee in pursuit of the objectives as assigned by the Board of Directors

5. Appointment, Office Term and Vacating Office

5.1 Appointment

- 1) The Member of the RSD Committee shall be appointed by the Board of Directors.
- 2) The Chairman of the RSD Committee may appoint by the Board of Directors or by the RSD Committee through the election of one Member of the RSD Committee.
- 3) The Company shall assign its employee to act as the secretary to the RSD Committee with approval from the RSD Committee.

5.2 Office Term

- 1) If the Member of the RSD Committee is the Director, the office term shall be in accordance with the office term of his/her directorship. A retiring Member of the RSD Committee is eligible for re-election.
- 2) In case the Member of the RSD Committee is not the Director but the Executive, the office term shall be as long as he/she hold the position of the Company's Executive.
- 3) In case the position of the Member of the RSD Committee becomes vacant due to any reason other than a retirement by rotation, the Board of Directors shall consider and appoint a qualified person as the Member of the RSD Committee to ensure that the RSD Committee has the number of members as specified in this Charter.

5.3 Vacating Office

- 1) The Member of the RSD Committee shall vacate office upon:
 - 1.1) death;
 - 1.2) resignation;
 - 1.3) lack of qualifications, or possession of a prohibition under the public companies limited law and/or the securities and exchange law;
 - 1.4) removal by a resolution of the Board of Directors' meeting;
 - 1.5) removal by a court order; and
 - 1.6) termination from being the Director or the Executive of the Company.
- 2) Any Member of the RSD Committee who wishes to resign from his/her position shall submit a written resignation letter to the Company. The resignation shall take effect from the date the resignation letter is received by the Company.
- 3) In the event that a position of the Member of the RSD Committee becomes vacant, resulting in the number of committee member having fewer than the minimum required, the Board of Directors shall consider and appoint a qualified person to become the Member of the RSD

Committee. In other cases, the Board of Directors may consider and appoint a qualified person to become the Member of the RSD Committee as deemed appropriate.

- 4) In the event that the RSD Committee vacates office as a whole, the RSD Committee who vacates office shall remain in the office until the new RSD Committee takes over and starts performing its duties.

6. Duties and Responsibilities

6.1 Performance regarding risk management

- (1) To consider and identify the key risks associated with the Company's business operations, such as strategic risk, operational risk, financial risk, regulatory risk as well as risks that impact the business reputation, to provide recommendations for risk mitigation and risk management approaches at an acceptable level, to establish appropriate policies and guidelines for managing risks related to the Company's business, and to provide advice to the Board of Directors and the management on the risk management matters
- (2) To establish a risk management plan and process for the Company
- (3) To supervise the risk management to be in accordance with the risk management framework, to support the risk management to success by monitoring and evaluating performance throughout the Company under the risk management framework, to review the adequacy of the policy and risk management system, and to continually improve operational plans to mitigate risks that align with the Company's business conditions
- (4) To consider and give recommendation for the determination of the level of risk appetite and risk assessment criteria
- (5) To communicate with the Audit Committee about major risks for considering the adequacy of the Company's internal control system
- (6) To regularly report to the Board of Directors the risk assessment results and the risk mitigation performance, and, to report to the Board of Directors forthwith if an important event that materially impact the Company's financial position and operating results
- (7) To seek for recommendation from an independent advisor with the Company bearing all associated costs when the RSD Committee considering appropriate and necessary in performing the risk management-related duties
- (8) To perform any other acts as assigned by the Board of Directors

6.2 Performance regarding corporate governance and sustainability development

Corporate governance

- (1) To supervise and ensure that the organization operates and complies with good corporate governance principles as outlined in the Company's policies
- (2) To consider and approve plans to promote good corporate governance activities with the objectives of maintaining and developing good corporate governance standards and practices, as well as fostering a culture of good corporate governance within the organization by regularly communicating with the directors, management, and employees to ensure consistent adherence to good corporate governance principles
- (3) To evaluate and review the Company's goals, policies, and action plans related to corporate governance, code of conduct and business ethics of the directors, management, and employees to ensure they are current, suitable for the Company's business, and in line with the practices of the Stock Exchange of Thailand and the Securities Exchange Commission, or international best practices
- (4) To seek recommendation from an independent advisor with the Company bearing all associated costs when the RSD Committee considering appropriate and necessary in performing the corporate governance-related duties
- (5) To perform any other tasks related to corporate governance as assigned by the Board of Directors

Sustainability development

- (1) To define goals, policies, and action plans for the sustainability development of the Company to create long-term value for all stakeholders
- (2) To provide recommendations and to encourage the Company's operations aligning with the sustainability development policy and defined goals, as well as supporting the Board of Directors, management and employees in efficiently adhering to the Company's sustainability development guidelines
- (3) To evaluate and review the Company's goals, policies, and action plans related to sustainability development to ensure they are suitable for the business environment, and in line with legal requirements or best practices
- (4) To monitor, track, and evaluate the performance of sustainability development activities to ensure balance and efficiency, maximizing benefits for the Company and stakeholders, along with the provision of periodic progress reports to the Board of Directors

- (5) To seek recommendation from an independent advisor with the Company bearing all associated costs when the RSD Committee considering appropriate and necessary in performing the sustainability development-related duties
- (6) To perform any other tasks related to sustainability development as assigned by the Board of Directors

7. Meeting

7.1 Number of Meetings

- 7.1.1 The RSD Committee shall hold a meeting at least twice a year. Additional meeting(s) may be held as the Chairman of the RSD Committee deems appropriate.
- 7.1.2 The Chairman of the RSD Committee may hold additional meetings as he/she deems appropriate or upon request from the Member of the RSD Committee or when an agenda is necessary to be discussed jointly.

7.2 Meeting Participants

- 7.2.1 At the RSD Committee's meeting, there must be not less than one-half of the Member of the RSD Committee to constitute a quorum.
- 7.2.2 The Chairman of the RSD Committee shall act as the chairman of the meeting. In case the Chairman of the RSD Committee is not presenting at the meeting or unable to perform his/her duties, other Members of the RSD Committee presenting at the meeting shall elect one member among themselves to preside over such meeting as the chairman of the meeting.
- 7.2.3 The RSD Committee may invite the Company's Executives or related persons to attend meetings or request clarifications on related matters.

7.3 Voting

- 7.3.1 A resolution of the meeting shall be passed by a majority vote, whereby each member shall have one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- 7.3.2 Any Member of the RSD Committee having conflict of interest on a matter considering shall not be entitled to vote and participate on that matter in the meeting.

7.4 Minutes of the Meeting.

The secretary to the RSD Committee or the person assigned shall be a minutes taker.

8. Reporting

The RSD Committee shall report its performance, meeting results or any other reports that the Board of Directors deems appropriate to be known to the Board of Directors' meeting.

9. Performance Evaluation

The RSD Committee shall assess its performance annually and shall report obstacles that cause failure to achieve the objectives (if any) to the Board of Directors for acknowledgment.

10. Charter Review

The RSD Committee shall review its Charter annually and shall recommend any amendments as it deems appropriate to the Board of Directors for consideration and approval.