



Charter for Risk Management Working Group
Alpha Capital Partners Group Public Company Limited

1. Objectives

Alpha Capital Partners Group Public Company Limited (the “**Company**”) recognizes the importance of compliance with good corporate governance policies. Therefore, it resolved to appoint a Risk Management Working Group to be in charge of determining the risk management policy and framework to be adopted as guidelines within the Group, and to encourage training about risk management and monitoring of risks in order to build awareness and understanding about risk management. The policy and framework shall be adopted and implemented to create trust in stakeholders for create added value and sustainable growth for the Company.

2. Composition

- (1) The Risk Management Working Group comprises at least three members who are the Company’s directors and/or executives. The Risk Management Working Group shall be appointed by the Executive Committee. The Risk Management Working Group shall comprise executives of the Company and/or its subsidiaries.
- (2) The Chairman of the Risk Management Working Group may appoint a secretary to the Risk Management Working Group to be responsible for assisting with functions of the Risk Management Working Group in relation to calling meetings, preparation of agenda items for meetings, sending out meeting documents and recording of minutes of meetings.

3. Qualifications of the Risk Management Working Group

The Chairman and members of the Risk Management Working Group shall have knowledge, capability and experience that contributes to the performance of their duties as members of the Risk Management Working Group, and being capable of devoting sufficient time for their performance of duties to ensure the success of the Risk Management Working Group in accordance with its objectives

4. Term of Office

- (1) Unless otherwise determined by the Executive Committee, each term of office of members of the Risk Management Working Group shall not exceed three years from their date of appointment or as determined according to their remaining term of office as the director of the Company (in the case of holding a director position).

Upon expiry of their term of office, members of the Risk Management Working Group may be reappointed to the Risk Management Working Group for another term.

- (2) In addition to the above retirement by the term of office in (1), members of the Risk Management Company shall retire from office upon:
 - 1) Death;
 - 2) Resignation;
 - 3) Disqualification or possessing characteristics prohibited under the law on public companies and securities laws; or
 - 4) Being removed from office by a resolution of the Executive Committee.
- (3) Any member of the Risk Management Working Group may resign by submitting a notice of resignation to the Chairman of the Risk Management Working Group.
- (4) If a position for a member of the Risk Management Working Group becomes vacant for other reasons than retirement by the term of office in (1), the Executive Committee may appoint a person who possesses all the required qualifications to be a replacement member of the Risk Management Working Group.

5. Meetings

- (1) A minimum of two Risk Management Working Group meetings shall be held in a span of one year. The Chairman of the Risk Management Working Group may call additional extraordinary meetings as may be deemed appropriate. The Chairman of the Risk Management Working Group shall propose agenda items for every meeting of the Risk Management Working Group.
- (2) In calling a meeting of the Risk Management Working Group, the Chairman of the Risk Management Working Group or secretary as the delegated person shall send notices of invitation to the meeting to members of the Risk Management Working Group at least seven days in advance of the meeting date to allow time for members of the Working Group to review the relevant documents and information before attending the meeting. However, in the case of an emergency, the notice of invitation, including supporting documents, may be submitted to members of the Working Group less than seven days prior to the meeting. Also, in the case of an emergency, the date of the meeting may be brought forward or scheduled after the original date of meeting.

The notice of invitation to the meeting and relevant documents may be sent by electronic means provided that the secretary shall keep copies of the notice of invitation to the meeting and relevant documents which also can be kept in electronic form.
- (3) The meeting may be held by electronic means provided that such meeting shall be conducted in accordance with the requirements of the law.
- (4) Attendance of at least half the total number of members of the Risk Management Working Group shall be required in order to constitute a quorum.

- (5) If the Chairman of the Risk Management Working Group is absent from the meeting, members of the Risk Management Working Group in attendance shall elect any one of their number to act as Chairman of the meeting.
- (6) One member of the Risk Management Working Group shall have one vote. Resolutions of the meeting shall be reached by majority votes. Any member who has an interest in any matter shall not have the right to vote on the matter. In a case of tie vote, the Chairman of the Risk Management Working Group shall have a casting vote.

6. Duties and responsibilities

- (1) To determine the overall risk management policy and framework for the Company to cover material risks *i.e. strategic risk, operational risk, financial risk, and compliance risk*; and to require the management to put in place protective and corrective measures and risk elimination that are appropriate.
- (2) To prepare the risk management policy to cover overall aspects of risk management and to include key risks that are in line with the objectives, main goals, strategies and acceptable level of risk for use as a unified risk management framework for all parties in the organization, and for submission to the Audit Committee for review and advice, and submission to the Board of Directors for further consideration and approval. The Risk Management Working Group shall supervise and ensure that the Company and its subsidiaries identify risks that could cause the Company and its subsidiaries to fail to achieve their defined objectives, taking into consideration both internal and external factors.
- (3) To review and ensure that the risk management policy is appropriate and efficient and prepare a report of the Risk Management Working Group to be proposed to the Audit Committee and the Board of Directors as may be appropriate or when requested.
- (4) To draw up strategies for use in managing risks in accordance with the risk management policy approved by the meeting of Board of Directors and to analyze, assess and follow up with every relevant department on the performance and operation whether it complies with the defined risk management policy.
- (5) To follow up, assess and supervise risk management procedures of the Company's management to ensure that it is at the appropriate level and is in accordance with the defined policy.
- (6) To be in charge of supervising and providing support to ensure the success of the Enterprise-Wide Risk Management with the focus on raising risk awareness for the management and employees, and to promote risk management culture as a key factor in making any decisions relating to the use of resources or in taking any actions. The Risk Management Working Group shall also have the duty to provide support to the functions of the risk management sub-Working Group and/or the Risk Manager.

- (7) To review the sufficiency of the risk management policy of the Company and its subsidiaries, including the effectiveness of the system and compliance therewith, and propose the same to the Audit Committee at least once a year to ensure that the risk management policy is in line with and suitable for the current business strategies and environment.
- (8) To report and advise the Audit Committee and the Executive Committee on actions to be taken and improved to be in line with the policies and strategies defined by the Board of Directors.
- (9) To seek advisers or persons who are independent to express opinions or give recommendations as may be necessary.
- (10) To consider, review and revise the Charter for the Risk Management Working Group at least once a year and propose the same to the Audit Committee for consideration and the Board of Directors for further approval.
- (11) To perform other tasks as may be assigned by the Board of Directors, the Executive Committee, and/or the Audit Committee and with the consent of the Risk Management Working Group
- (12) To adhere, comply, and perform its duties in accordance with the Risk Management Policy.

7. Reports of the Risk Management Working Group

The Chairman of the Risk Management Working Group shall have the duty and responsibility to report to the Audit Committee and/or the Board of Directors in connection with the activities of the Risk Management Working Group, results of meetings or such other reports which are important to shareholders and general investors, including all stakeholders. The Executive Committee will be reported based on the risk rating specified in the enterprise risk management manual.

The Board of Directors considered and approved this revision of Charter for the Risk Management Working Group in Board of Directors' Meeting No. 6/2023, which was held on 11 August 2023. The Charter for the Risk Management Working Group shall come into force from 11 August 2023.



(Mr. Christopher Michael Nacson)

Chairman of the Board of Directors

Alpha Capital Partners Group Public Company Limited