

Charter of the Risk Management and Compliance Sub-Committee

Business Alignment Public company Limited

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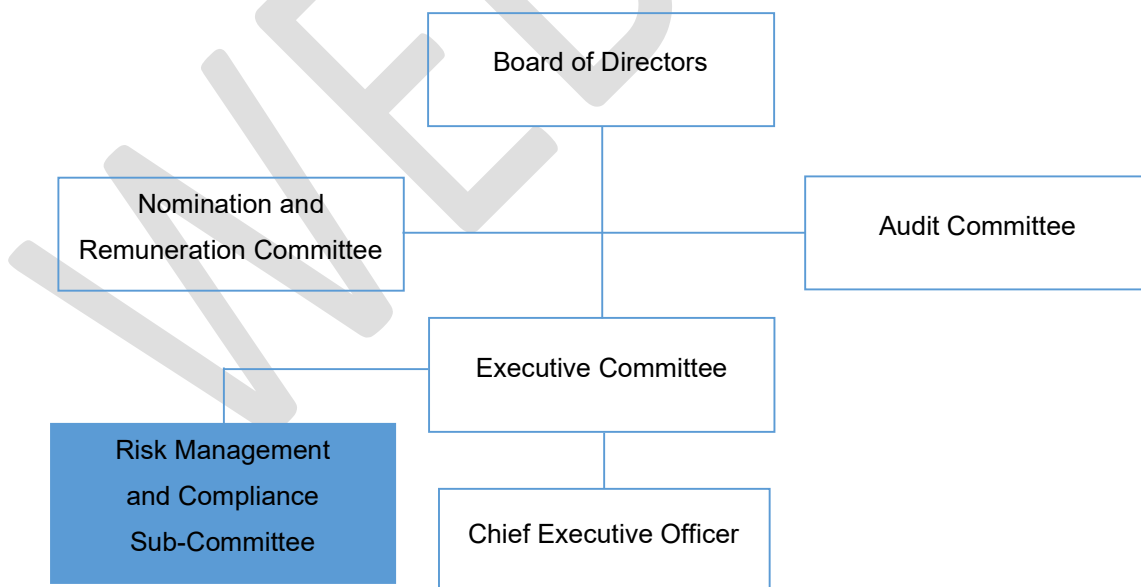
Objective

The Board of Directors has established the Risk Management and Compliance Sub-Committee (“RMC”) to propose policies, define risk management frameworks, and oversee enterprise-wide risk management operations. This is aimed at appropriately mitigating the impact of various internal and external risk factors on the Company’s business operations. To ensure the RMC can perform its duties effectively as assigned, the Board of Directors has prescribed its composition, scope of authority, duties, and responsibilities.

Definition

- The Boards of Directors refers to the Board of Directors of Business Alignment Public Company Limited.
- Risk Management and Compliance Sub-Committee refers to the subcommittee responsible for governance, risk management, and compliance across the entire organization.
- The Chief Executive Officer (“CEO”) refers to the highest-ranking executive in the Company, responsible for overseeing business operations, planning strategic initiatives, and managing the Company’s day-to-day activities.

Composition, Selection, and Appointment of the Risk Management and Compliance Sub-Committee



The members of the RMC shall consist of the Company’s directors, executives, employees, and/or qualified persons appointed by the Board of Directors. The total number of members shall be as deemed appropriate by the Board. Furthermore, the Board of Directors shall appoint one member of the RMC to serve as the Chairman.

Qualifications of the Risk Management and Compliance Sub-Committee

- The RMC members must possess a thorough knowledge and understanding of the Company's business or have specialized expertise in areas vital to the Company's operations. Furthermore, they must perform their duties in accordance with the Good Corporate Governance framework.
- The RMC members must be able to dedicate sufficient time to their roles to ensure the successful achievement of the RMC's objectives.
- The CEO shall serve as a member of the RMC by virtue of his/her position (Ex-officio).

Duties and Responsibilities of the Risk Management and Compliance Sub-Committee

1. To review risk management policies and structures to ensure alignment with the risk management guidelines of the Stock Exchange of Thailand (SET), the Institute of Internal Auditors of Thailand (IIAT), and the Company's business operations.
2. To formulate strategies consistent with risk management policies to enable the assessment, monitoring, and control of various types of risks within acceptable levels (risk appetite), while ensuring participation from all departments in risk management and control.
3. To assess risks and determine risk management methods to maintain risks within acceptable levels, and supervise the implementation of risk management according to the defined methods.
4. To exercise authority to summon relevant individuals for clarification, or appoint and define roles for employees at all levels to manage risks appropriately and report to the Risk Management and Compliance Sub-Committee to ensure that risk management objectives are achieved.
5. To report risk management results to the Executive Committee for presentation to the Audit Committee at least once a year.
6. To prepare and develop the Risk Management Manual.
7. To identify various types of risks, analyze and assess potential risks, and monitor trends that may impact the Company.
8. To develop work plans to prevent and/or mitigate risks.
9. To evaluate and prepare risk management reports.

10. To establish an integrated risk management system by linking it with information technology (IT) systems.
11. To oversee the Company's operations and performance to ensure compliance with relevant laws and regulations, including preventing actions or operations that violate the law, and report findings to the Executive Committee and the Board of Directors.
12. To study rules and regulations applicable to the Company's business operations, continuously monitor changes in such rules, and report any changes that have a material impact on the Company (if any).
13. To provide advice to the Management and employees to ensure that operations are conducted correctly and appropriately in accordance with rules, regulations, the Code of Business Conduct, and guidelines from various regulatory agencies.
14. To supervise and ensure compliance with policies related to the prevention of fraud and corruption, and support the Company's activities related to the Thai Private Sector Collective Action Against Corruption (CAC) to promote appropriate cooperation in anti-fraud and anti-corruption efforts.
15. To perform other duties as assigned or deemed appropriate by the Board of Directors.

Term of Office

The term of office for members of the RMC shall be aligned with their tenure as the Company's Director (for members who are directors) or correspond to their employment status (for members who are executives or employees of the Company).

Meetings

- A quorum for the RMC's meeting requires at least half of the total number of sub-committee members to be present.
- The RMC Chairman presides over the meetings. If the Chairman is absent, the members present at the meeting shall elect one among themselves to chair the meeting.
- The RMC's decisions are determined by a majority vote, with each member having one vote. In the event of a tie, the chairman of the meeting has a casting vote.
- In the event that any member of the RMC is unable to attend a meeting in person, the RMC Chairman may consider authorizing the meeting to be conducted via electronic media.
- The RMC has the authority to invite the Management or relevant employees of the Company to provide opinions, participate in meetings, or furnish information to support its deliberations.

- The RMC is required to meet at least twice a year. The RMC Chairman may call additional meetings as deemed appropriate, or upon request from a RMC member or the Chairman of the Board to consider issues requiring joint consultation.

Review of the Charter

This Charter was reviewed by the Risk Management and Compliance Sub-Committee's Meeting No. 1/2026 on February 12, 2026, and approved by the Board of Directors' Meeting No. 2/2026 on February 23, 2026.

WEBSITE