

-Translate Version-



Sustainability and Risk Management Committee Charter

Fraser's Property (Thailand) Public Company Limited

Sustainability and Risk Management Committee Charter

1. Objective

The Board of Directors of Frasers Property (Thailand) Public Company Limited is committed to conducting business sustainability, considering responsibilities towards the environment, society, and good corporate governance principles under an acceptable risk management framework of the Company.^[1] The Company aims to integrate various factors that impact sustainability, including opportunities and risks related to the business context, into the overall business strategy for sustainability. This is to enable the Company to respond to opportunities and effectively manage risks and challenges related to sustainability that may impact the Company and all stakeholders comprehensively. Therefore, to support the Board of Directors in fulfilling its responsibilities for monitoring and oversight, as well as providing guidance and setting guidelines for good corporate governance, a Sustainability and Risk Management Committee has been established. This committee supports the Company in tracking and overseeing the implementation of good corporate governance principles, ensuring the development and implementation of appropriate risk management systems and processes, as well as the sustainable development of the company, aligned with the policies, directions, and strategies set by the company. This fosters transparency, fairness, confidence, and trustworthiness among all stakeholders.

2. Composition and structure of the Sustainability and Risk Management Committee

2.1 The Board of Directors considers and appoints the Sustainability and Risk Management Committee. It consists of at least three directors, with not less than half of which must be independent directors.

2.2 The Board of Directors considers appointing the Chairperson of the Sustainability and Risk Management Committee. He/she must be an independent director and not be the Chief Executive Officer to express opinions and perform duties independently.

2.3 The company secretary shall act as the secretary of the Sustainability and Risk Management Committee unless the Sustainability and Risk Management Committee has a resolution otherwise.

3. Qualifications of the Sustainability and Risk Management Committee

3.1 A person who is knowledgeable, capable, and experienced will benefit the Company's business operations in social, environmental, governance and risk management aspects. He/she must be

[1] Unless the context indicates otherwise, 'Company' shall mean Frasers Property (Thailand) Public Company Limited (the Company'), its subsidiaries, associated companies, joint ventures, trading businesses, and real estate investments which the Company is empowered to manage, and 'Board' shall mean the Board of Directors of Frasers Property (Thailand) Public Company Limited.

trustworthy, honest, and ethical in doing business and devote sufficient time to perform duties to achieve the objectives of the Sustainability and Risk Management Committee.

3.2 The Corporate Governance and Sustainability Committee member who is an independent director must be self-sustaining under the Company's good corporate governance principles.

4. Term of office of the Sustainability and Risk Management Committee

4.1 The Sustainability and Risk Management Committee has a term of office of three years and vacates office upon the expiration of the term, or upon retirement from the Board of Directors, or the Board of Directors resolves to vacate the position. However, in case of vacating office due to the expiration of the term, the members who vacate their positions may be reappointed by the Board in the event that the Sustainability and Risk Management Committee members vacate their positions due to expiration of term. The Sustainability and Risk Management Committee shall continue to perform its duties and exercise powers until a new set of Sustainability and Risk Management Committee members is appointed.

4.2 If the position of the Sustainability and Risk Management Committee is vacant due to reasons other than the expiration of the term under Clause 4.1, the Board of Directors shall appoint a person with full qualifications similarly to the vacating members to be a member of the Committee to replace the vacant position. The person will remain in office for the remainder of the member's term he/she replaces. But may be reappointed if the Board has not yet appointed individuals to serve as members of the Sustainability and Risk Management Committee. The Sustainability and Risk Management Committee shall continue to perform its duties and exercise its powers if the remaining number of committee members is sufficient to constitute a quorum.

5. Roles, duties, responsibilities and the authority of the Sustainability and Risk Management Committee

5.1 Sustainability

5.1.1 Support the operations of the committee in considering and reviewing policies, strategies, objectives, and business goals, including operational frameworks and work processes, to develop the business sustainability. This should occur at least once a year, and the proposals should be presented to the Board of Directors for consideration and approval if there are any further amendments or modifications.

5.1.2 Supervise, monitor, and support the company in integrating sustainability policies, strategies, and goals set by the Board as part of the strategic planning and business operations guidelines, considering the risk factors associated with the company's business context.

- 5.1.3 Oversee, monitor, and review the company's sustainable development operations to report to the Board of Directors. Continuously tracking sustainable directions and trends, both domestically and internationally, that may impact the Company's business. This is to facilitate a review of policies that support operations in line with the business strategy for sustainability.
- 5.1.4 Support and advocate for collaboration in sustainable operations across the Company. Encourage directors, executives, and employees to have knowledge and understanding of sustainability considerations that impact the environment, society, and corporate governance at every stage of operations. Manage organizational risk, including supporting the integration of sustainable operational practices with the Company's strategy and plans to achieve company sustainability goals.
- 5.1.5 Ensure the disclosure of operational information according to the business strategy for company sustainability, in compliance with relevant criteria, standards, and practices.

5.2 Risk Management

- 5.2.1 Consider and review the risk management policy to align with the Company's objectives, primary goals, and strategies at least once a year. Present it to the Board of Directors for consideration and approval if there are any further amendments or modifications.
- 5.2.2 Consider the policies and frameworks for managing the business risk of company to cover business-related risks and key strategies, such as legal and regulatory risks, reputational risks, accidents and security risk, financial risk, corruption risks, changes in weather conditions, other risks related to sustainability, and emerging risks.
- 5.2.3 Provide oversight to identify significant risks that may impact the company, assess the impacts, and potential opportunities of identified risks to prioritize them. Select appropriate risk management methods, monitor risk management activities, and regularly report risk management results to the Board of Directors.
- 5.2.4 Coordinate with the Audit Committee in the case of significant factors or events that may have a material impact on the company and report promptly to the Board of Directors for attention.
- 5.2.5 Consider and review the setting of risk tolerance limits and mitigating actions in case the risks exceed the defined thresholds, in order to present to the Board for consideration and approval.

5.3 Corporate Governance

- 5.3.1 Consider and review the Corporate Governance policy, Ethical and Business Codes of Conduct. It also includes Anti-Corruption policy, Whistleblowing Policy, at least once a year. Present it to the Board of Directors for consideration and approval if there are any further amendments or modifications.
- 5.3.2 Consider establishing guidelines, operational frameworks, vision, strategies, and goals related to conducting operations for the effective good governance, ethical businesses code of conduct. Anti-Corruption Policy, and Whistleblowing Policy.
- 5.3.3 Support and provide advice to the board of directors and management in formulating measures and plans for effective good governance, ethical businesses code of conduct. Anti-Corruption Policy, and Whistleblowing Policy, aiming to ensure that the board, executives, and employees adhere to best practices.
- 5.3.4 Supervise to ensure that there are mechanisms for control and monitoring to ensure that the operations of the company, subsidiaries, and/or affiliated companies adhere to the principles of good corporate governance, as well as relevant regulations.
- 5.3.5 Supervise to ensure the disclosure of principles of good corporate governance and relevant practices to all stakeholders.

5.4 Others

- 5.4.1 The Sustainability and Risk Management Committee supports the management in appointing an integrated sustainability and risk management task force. This task force is responsible for monitoring the management's performance in sustainability and risk management, ensuring it is integrated into the company's business strategy. The task force shall efficiently implement policies, strategies, operational frameworks, and guidelines for managing sustainability and risk, as resolved during the Sustainability and Risk Management Committee meetings, and regularly report progress to the committee. The task force will consist of representatives from all business units, and the secretary of the Sustainability and Risk Management Committee will serve as the chairperson.
- 5.4.2 Support the Company in providing training for the board, executives, and employees at all levels within the company and subsidiaries on sustainable business practices. Emphasize consideration of the potential impacts on the environment, society, and corporate governance at every stage of operations, including risk management. This is to cultivate a working culture aligned with the Company's sustainable development goals.

- 5.4.3 Periodically review and amend the charter of the Sustainability and Risk Management Committee every year to ensure its appropriateness in alignment with the business situation and context. If adjustments or improvements are deemed necessary, they should be proposed to the Board of Directors for approval.
- 5.4.4 Provide a report on the performance of the Sustainability and Risk Management for the Board of Directors for acknowledgment and prepare a report of the Committee for disclosure in the Company's annual report that is signed-off by the Chairman of the Board.
- 5.4.5 Undertake any other operations deemed necessary by the company's board of directors and assigned for implementation.

6. Meeting of the Sustainability and Risk Management Committee

6.1 The Sustainability and Risk Management Committee should meet at least once a quarter or as appropriate, by inviting the Company's management, executives, or employees to attend the meeting and give opinions.

6.2 At the meeting, at least half of the Corporate Governance and Sustainability Committee members are present to constitute a quorum. If the Sustainability and Risk Management Committee Chairperson is not present at the meeting or cannot perform his/her duties, the Committee member attending the meeting shall elect one of the members to be the Chairperson of the meeting. The Sustainability and Risk Management Committee may attend meetings either in person at the meeting venue or participate electronically. Electronic meetings shall comply with the criteria stipulated in relevant laws or regulations.

6.3 Any member of the Sustainability and Risk Management Committee who has a conflict of interest in any matter under consideration has no right to vote on that matter.

6.4 In voting, the Sustainability and Risk Management Committee cast their votes with one vote each and using a majority vote as a criterion. If the resolution has equal votes, the Chairperson of the Sustainability and Risk Management Committee has the right to have one additional vote as a casting vote.

7. Evaluation of the performance of the Sustainability and Risk Management Committee

Every year, the Sustainability and Risk Management Committee shall evaluate its performance by self-assessment and report on the assessment results together with the operational barriers that may cause the performance to fail to achieve the Board of Directors' objectives. The secretary of the Board

of Directors will submit the performance appraisal form for all committees to assess their annual performance of the entire Board and individual.

8. Transitional Provision

The Sustainability and Risk Management Task Force appointed on 1 April 2024, as specified in section 5.4.1, shall continue to opera according to the assigned duties and responsibilities until the appointment of a new task force.

The Board of Directors Meeting No.4 FY2024 on 7 May 2024, approved this Sustainability and Risk Management Committee Charter. This charter will come into effect from 8 May 2024, onwards

Mr. Chainoi Puankosoom

Chairman of the Board

and Chairman of the Sustainability and Risk Management Committee