

**TIPCO FOODS PUBLIC COMPANY LIMITED AND SUBSIDIARIES
ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER**

This first amended version of the Risk Management Committee Charter was duly approved by the Board of Directors at the Company's Board Meeting No. 10/2024, held on November 13, 2024, and shall become effective as of November 13, 2024, onwards.

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ACM PONGSATORN BUASUP

Chairman of the Board of Directors

Tipco Foods Public Company Limited

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Objectives

The Risk Management Committee Charter is developed to establish the operational framework for risk management, including outlining the structure, roles, and responsibilities of those involved in the process. This Charter is designed to enable the Company to achieve its defined objectives and goals effectively.

Composition of enterprise risk management committee

1. The Risk Management Committee shall consist of not fewer than three members, comprising directors and/or senior executives. At least one member of the Committee must possess knowledge and expertise in finance, accounting, or risk management.
2. The Board of Directors shall appoint one member of the Risk Management Committee to serve as the Chairperson of the Risk Management Committee. If deemed appropriate by the Board, one or more members of the Committee may also be appointed as Vice Chairpersons of the Risk Management Committee.
3. The Risk Management Committee may appoint a Risk Management Working Group to support the execution of its duties. The Working Group shall be responsible for reporting the outcomes of its assigned tasks to the Risk Management Committee.

Qualifications of enterprise risk management committee

4. Must possess the knowledge, capability, and experience that significantly contribute to the Company's business operations.
5. Must have knowledge of risk, including risk assessment and risk management, in order to mitigate potential impacts on the Company's business operations.
6. Must demonstrate integrity, honesty, and ethical conduct in business practices, and must dedicate their knowledge, skills, and full commitment to the performance of their duties for the benefit of the Company.
7. Must possess the qualifications and not have any prohibited characteristics as specified under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws relevant to the Company's business operations.
8. Must immediately notify the Company of any direct or indirect interest in any contract entered into by the Company, or of any shareholding or bondholding in the Company or its affiliates.

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Duties and responsibilities

9. Consider and approve the Company's risk management structure.
10. Review key risks that significantly impact the Company's business operations, including strategic, operational, financial, legal and regulatory, information technology, personnel, and reputational risks, as well as oversee the management of such risks to ensure they are maintained at an acceptable level.
11. Assess the adequacy and appropriateness of the Company's risk management policies, strategies, and practices to ensure alignment with the Company's business strategy and direction.
12. Consider and approve the risk management plans and processes.
13. Oversee and support the successful implementation of risk management by monitoring the risk identification and assessment processes within the established risk management framework.
14. Report on risk and risk management activities to the Board of Directors on a quarterly basis.
In cases where risks are identified that have a material impact on the Company's financial position and operational results, an immediate report must be made to the Board.
15. Perform other duties as assigned by the Board of Directors within the scope of relevant responsibilities or according to the Company's policies.

Term of office and election of enterprise risk management committee.

16. The Board of Directors shall consider and appoint the members of the Risk Management Committee.
17. Members of the Risk Management Committee shall hold office for a term of three years from the date of their appointment resolution. In the case where a Risk Management Committee member also serves as a director of the Company, their term shall coincide with their tenure as a director.
18. Risk Management Committee members who retire by rotation may be reappointed to serve a new term as deemed appropriate by the Board of Directors.
19. A Risk Management Committee member shall vacate office upon:
 - 19.1 Death;
 - 19.2 Resignation;

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- 19.3 Losing qualifications or possessing prohibited characteristics under the Public Limited Companies Act and/or the Securities and Exchange Act;
 - 19.4 Removal by resolution of the Board of Directors;
 - 19.5 Court order for removal;
 - 19.6 Submission of resignation letter to the Board of Directors, with the resignation effective on the date specified in the resignation letter.
- 20 In the event that the number of Risk Management Committee members falls below three due to term expiration or inability to complete the term, the Board of Directors shall appoint replacement members immediately or no later than three months from the date the committee membership becomes incomplete to ensure continuity of the committee's duties.
- 21 Any person appointed to replace a vacant position on the Risk Management Committee shall serve the remaining term of the predecessor.

Meeting

- 22 The Risk Management Committee shall hold meetings at least once every quarter and additionally as deemed necessary.
- 23 The Risk Management Committee may invite management, relevant parties, appropriate individuals, or appointed working groups to attend meetings to provide information or opinions as necessary.
- 24 At each meeting, the presence of at least half of the total number of Risk Management Committee members shall constitute a quorum.
- 25 In the event that the Chairperson of the Risk Management Committee is absent or unable to perform their duties, the Vice Chairperson (if any) shall preside over the meeting. If there is no Vice Chairperson or if the Vice Chairperson is unable to perform their duties, the attending members shall elect one member to chair the meeting.
- 26 Decisions of the Risk Management Committee shall be made by a majority vote, with each member entitled to one vote. Members with a conflict of interest on any matter shall have no voting rights on that matter. In the event of a tie, the Chairperson of the meeting shall have a casting vote.

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Authorities

- 27 Appoint a secretary to the Risk Management Committee to assist in the Committee's operations.
- 28 Appoint a Risk Management Working Group or delegate any member of the Risk Management Committee to appoint such a Working Group.
- 29 Seek independent opinions from other professional advisors when deemed necessary. The engagement of any professional advisor shall comply with the Company's established procedures.
- 30 Request information from various departments of the Company and its subsidiaries to support further consideration of matters related to the Company's risks.

Reporting

- 31 The Risk Management Committee is responsible for reporting the results of its performance to the Board of Directors in accordance with the roles and responsibilities defined in the Risk Management Committee Charter.

Charter review

- 32 The Risk Management Committee shall review the Risk Management Committee Charter annually to ensure that its contents remain consistent with the objectives and relevant regulations. Any revised Charter must be submitted to the Board of Directors for consideration and approval.