



Charter of the Risk Management Committee

1.Objective

To assist the Board of Directors of Micro Leasing Public Company Limited in managing the company's and its business group's risks smoothly and efficiently to meet their goals, the Board of Directors has resolved to establish the Risk Management Committee. The objectives and roles of the committee are outlined in this charter.

2. Origin and Composition of the Risk Management Committee

The Risk Management Committee consists of individuals appointed by the Board of Directors, with names listed in the company's appointment announcement document (subject to future amendments). The composition of the Risk Management Committee is as follows:

- 2.1. The Board of Directors appoints the Risk Management Committee.
- 2.2. The Risk Management Committee members must be directors, independent directors, and/or executives of the company who have been selected and appointed, with a minimum of five (5) members.
- 2.3. One member of the Risk Management Committee shall be appointed to serve as the Chairman of the Risk Management Committee, or an independent director may be appointed as the Chairman of the Risk Management Committee.

The Risk Management and Corporate Governance Manager shall serve as the Secretary of the Risk Management Committee. Alternatively, the Risk Management Committee may appoint a company employee to serve as the Secretary of the Risk Management Committee. The Secretary's role is to assist in the committee's operations, including scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes. If the Secretary of the Risk Management Committee is unavailable or unable to perform their duties, the Risk Management Committee may appoint a company employee to act as the Secretary of the Risk Management Committee on an interim basis. The Secretary of the Risk Management Committee is not considered a member of the Risk Management Committee.

3. Meetings

3.1. The Risk Management Committee should meet at least once every three months or as deemed appropriate by the committee to effectively manage risk situations.

3.2. The Chairman of the Risk Management Committee may call special meetings if requested by the Chairman of the Board or in cases of urgent matters that need to be jointly considered.

3.3. Meeting notices can be sent to the Risk Management Committee members via email or telephone at least three business days before the meeting. The meeting agenda must be reviewed by the Chairman of the Risk Management Committee or a designated person. In urgent cases to protect the company's rights and benefits, the Chairman may determine to send meeting notices by other means and may schedule the meeting sooner.

3.4. The Chairman of the Risk Management Committee shall preside over the meetings. If the Chairman is unable to attend, they may designate another attending committee member to act as the chairman for that meeting. If no prior designation is made, the attending committee members shall elect a chairman for that meeting by majority vote on an ad-hoc basis.

4. Quorum

4.1. For every meeting of the Risk Management Committee, at least half (50%) of the total Risk Management Committee members must be present to constitute a quorum.

4.2. The Risk Management Committee can meet in person at the company's headquarters or any other location designated by the Chairman of the Risk Management Committee. Alternatively, meetings can be conducted online using electronic tools designated by the company.

4.3. The Risk Management Committee may invite directors, executives, company employees, or other professional advisors to attend the meetings to provide opinions or answer questions related to the meeting agenda when deemed necessary to seek independent views. The company will bear the expenses.

4.4. The Secretary of the Risk Management Committee must attend every meeting unless there is an urgent or necessary reason. The Secretary must ensure that someone is assigned to record the meeting minutes every time.

5. Voting

5.1 Each member of the Risk Management Committee has one vote. However, any member with a conflict of interest in a matter will not have the right to vote on that matter.

5.2 In case of a tie, the Chairman of the Risk Management Committee or the chairman of the meeting shall have an additional casting vote.

5.3 Resolutions of the meeting shall be passed by a majority vote. 5.4 The Secretary of the Risk Management Committee does not have the right to vote.

5.5 The Risk Management Committee may pass a resolution without holding a meeting if approved by the Chairman of the Risk Management Committee and all members have signed their approval of the resolution. Such a resolution shall be effective as if it had been passed at a meeting.

6. Qualifications of Appointed Members of the Risk Management Committee

Beyond the qualifications specified in this charter, the Risk Management Committee members must meet the following criteria:

6.1. They must be knowledgeable, proficient, or experienced in risk management, investment management in the company's business or its business group, or in similar businesses. This expertise is crucial for advising the company in achieving its objectives. Additionally, they must possess honesty, integrity, business ethics, and have sufficient time to fully dedicate their knowledge and skills to the company.

6.2. They must not be directors, executives, or operators in companies that engage in similar businesses to the company (applicable for the company's executives).

6.3. The Risk Management Committee members must possess the qualifications and not have any prohibited characteristics as specified by the Limited Companies Act, Public Limited Companies Act, Securities and Exchange Act, the criteria of the Securities and Exchange Commission (SEC), the criteria of the Office of the Securities and Exchange Commission (SEC Office), the Stock Exchange of Thailand (SET), other regulatory bodies, and any other relevant laws.

7. Roles, Authority, and Responsibilities

The Risk Management Committee has the role, authority, and responsibility to assist the Board of Directors in managing the company's and its business group's risks efficiently to achieve their goals. This includes formulating policies and procedures appropriate to the business operations, relevant laws, and regulations. The roles, duties, and responsibilities of the Risk Management Committee include the following:

7.1. Establish risk management policies and frameworks, including risk management policies, and present them to the Board of Directors for approval. These must cover various types of risks that

may impact the company both externally and internally, including strategic risk, operational risk, financial risk, compliance risk, credit risk, market risk, liquidity risk, cyber threats, ESG risk (environmental, social, and governance), emerging risks, and the company's risk appetite. These policies should be appropriate for the level of risks the company faces and the risks affecting the company's and business group's reputation.

7.2. Develop a risk management plan in line with the risk management policies, which can assess risks and recommend preventive measures and appropriate solutions for each type of risk.

7.3. Review the adequacy and effectiveness of the risk management framework, risk management policies, and risk management system to ensure that the company has appropriate and sufficient risk management practices. Recommend suitable risk management frameworks to the Board of Directors for information and consideration in developing continuous organizational policies.

7.4. Develop strategies in line with the risk management policies to assess, monitor, and manage the level of risk appropriately. Supervise the implementation of measures to ensure a systematic risk management process across the organization to prevent impacts from various risk factors, both internal and external, that may affect the company's business operations.

7.5. Approve policies and related criteria for managing risks associated with various types of loans of the company and its affiliates in line with the risk management framework and/or risk management policies established by the company and/or regulatory authorities or government agencies.

7.6. Approve or review the policies for credit extension, commitment creation, transactions resembling credit extension, and hire-purchase lending of the company. These policies must be in line with the company's risk management framework or policies established by the company and/or regulatory authorities or government agencies. The committee shall propose these policies for approval to the Board of Directors. Additionally, if there are any criteria or policies from the management, executives, working groups, or sub-committees that require approval, the Risk Management Committee shall review and approve or screen them before presenting them to the Board of Directors on a case-by-case basis.

Additionally, approve or review the credit extension policies to propose for approval to the Board of Directors. This also includes, at times, other policies that the management, working groups, or sub-committees jointly agree upon, which need to be reported for approval or reviewed before proposing for approval to the Board of Directors on a case-by-case basis.

7.7. Approve and screen for adequacy and appropriateness, provide guidance, recommendations, and support in developing risk management policies, strategies, frameworks, and tools, such as operational risk, information technology risk, etc. This includes analyzing significant risk impacts or damages and proposing risk mitigation or damage reduction measures. Supervise, monitor, and follow up on the progress of risk or damage management and observations from regulatory agencies (if any).

7.8. The Risk Management Committee has the authority to appoint a risk management working group and define the responsibilities of the risk management working group.

7.9. Supervise the implementation of the company's and business group's risk management framework and/or policies using the same approach as the company, to report to the Board of Directors as assigned.

7.10. Present a summary report of the Risk Management Committee's performance to the Board of Directors at least once a year.

7.11. Perform other duties as assigned by the Board of Director

8. Term of Office of the Risk Management Committee

8.1. The term of office for the Risk Management Committee members is three (3) years. Members whose terms have expired may be reappointed by the Board of Directors for another term.

8.2. If a position on the Risk Management Committee becomes vacant for reasons other than the completion of a term, the Nomination and Remuneration Committee or the Risk Management Committee shall search for and select a qualified individual to be proposed to the Board of Directors for appointment to fill the vacancy. The appointee will serve only for the remaining term of the vacant position.

Termination of the Risk Management Committee Members

1. A member of the Risk Management Committee shall vacate office upon any of the following:
 - 1.1 Completion of their term.
 - 1.2 Death, bankruptcy, or being declared incompetent or quasi-incompetent.
 - 1.3 Resignation.
 - 1.4 Lacking the qualifications or possessing prohibited characteristics as per the Public Limited Companies Act and/or the Securities and Exchange Act.
 - 1.5 A resolution passed by the Board of Directors meeting.
 - 1.6 Termination of their position as a company director.

2. A member of the Risk Management Committee who wishes to resign must submit a written notice to the company at least one (1) month in advance, unless there are unforeseen circumstances, stating the reasons for the resignation.

9. Reporting

The Risk Management Committee must prepare a report on the company's risk status, improvement measures, and actions taken. This report must be submitted to the Board of Directors and included in the company's annual report. The report must be signed by the Chairman of the Risk Management Committee and should include:

9.1 Overall observations or comments received by the Risk Management Committee from performing their duties according to the charter.

9.2 Any other reports that the Risk Management Committee deems shareholders and general investors should be aware of, within the scope of authority and responsibilities assigned by the Board of Directors.

9.3 The number of Risk Management Committee meetings held and the attendance of each Risk Management Committee member.

9.4 In performing its duties, the Risk Management Committee may seek independent opinions from other professional advisors when deemed necessary, with expenses supported by the company.

10. Performance Evaluation

The Risk Management Committee must evaluate its performance both as a committee and individually, and report the results to the Board of Directors annually. If any significant items or actions are identified that may have a substantial impact on the company's operations, the Risk Management Committee must report to the Board of Directors for further consideration and corrective actions.

11. Enforcement

This Charter of the Risk Management Committee was approved by the resolution of the Board of Directors in Meeting No. 7/2567 on August 14, 2024, and has been effective since August 14, 2024.
