บริษัท แพรนด้า จิวเวลรี่ จำกัด (มหาชน)
28 ซอยบางนา-ตราด 28
แขวงบางนาใต้ เขตบางนา
กรุงเทพฯ 10260

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Charter of the Risk Management Committee

1. Purpose

The Risk Management Committee has been appointed by the Board of Directors to effectively and efficiently supervise the overall risk management process of the organization to be in an appropriate level following COSO Enterprise Risk Management Framework (COSO ERM) to properly mitigate impacts to the Company's business operations.

2. Composition

(1) The Risk Management Committee should consist of not less than 5 members and not exceeding 9 members.

(2) The Risk Management Committee shall have knowledge and expertise on risk management.

(3) One officer shall be appointed as the secretary.

3. Qualifications

(1) The Risk Management Committee shall have knowledge, ability, integrity, honesty, business ethics and adequate time to dedicate knowledge and abilities to perform the entrusted duties to the Company.

(2) The Risk Management Committee shall not engage in business as partners or become a director in another juristic person with same status which is in competition against the Company's business whether for own benefits or others.

4. Authorities

(1) Engage a consultant or the Company's advisors (if any) or hire third-party consultants or experts in case of necessity at the Company's expense.

(2) Have authorities to select the related Committee, executives and employees of the Group to attend the meeting or disseminate the necessary documents.

(3) Have authorities to appoint sub-committees and/or additional or replacing personnel in the Risk Management Sub-committee and/or departments and/or working groups related to risk management as deemed appropriate including defining roles, duties and responsibilities for the benefits of carrying out the objectives.

5. Roles, Duties and Responsibilities

(1) Consider, determine and provide opinions concerning risk management policies and risk management frameworks prior to proposing to the Board of Directors for approval.

(2) Consider and provide opinions concerning risk appetite prior to presenting to the Board of Directors.

(3) Supervise the development and practices following risk management policies and frameworks that are significant to business operations, performance, financial status and operating results or the existence of the Group including environmental and social issues covering respect for human rights and good corporate governance to ensure that an effective risk management system is applied and continuously implemented throughout the Group.

(4) Review risk management reports to follow up on significant risks and proceed to ensure that the organization has adequate and appropriate risk management.

(5) Coordinate with the Audit Committee regarding important risks and has the Internal Audit Office as the reviewer to ensure that the Company has appropriate internal controls for risk management including appropriately applying the risk management system with practices throughout the organization.

(6) Regularly report to the Board of Directors concerning risks and important risk management.

(7) Provide suggestions and advice to the Risk Management Subcommittee and/or departments and/or working groups related to risk management including considering appropriate guidelines for editing various information concerning to the development of risk management system.

(8) Regularly assess corruption risks that may occur in each process such as sales and marketing, procurement, contracts, human resource management, finance and accounting, etc. as well as finding appropriate solutions.

(9) Perform any other actions related to risk management as assigned by the Board of Directors.

6. Term of Office and Retirement

(1) Term of office

1.1 The term of office of the Risk Management Committee shall be 3 years. The Risk Management Committee with expired term may be re-elected as deemed appropriate by the Company's Board of Directors.

1.2 The Risk Management Committee is appointed and removed from the Risk Management Committee by resolution of the Board of Directors.

(2) The Risk Management Committee shall be retired from position when:

- Resigned
- Deceased
- Lack of qualifications prescribed by Public Company Limited Act, B.E. 2535
- The Board of Directors resolved that the committee membership shall cease.

7. Meeting

(1) The Risk Management Committee must arrange or call a meeting as deemed appropriate.

(2) The resolution of the Risk Management Committee Meeting shall be passed by majority votes of members present in the meeting with a quorum. Hence, the committee member who has conflicts of interest in any matter is not entitled for consideration and resolution of such agenda.

(3) At least half of the members of the Risk Management Committee shall attend the meeting to constitute a quorum.

(4) The final decision in the Risk Management Committee Meeting shall be passed by majority votes with one director having one vote, unless the director who has conflict of interest in any matter is not entitled to vote for such agenda. If the votes are equal, the Chairman of the meeting shall cast one additional vote as the decisive vote.

8. Report on Performance of the Risk Management Committee

The Risk Management Committee shall report to the Board of Directors on the performance at least four times a year.

9. Performance Assessment of the Risk Management Committee

(1) Conduct performance assessment by the Nomination and Remuneration Committee at least once a year.

(2) The group assessment shall be conducted with disclosure of criteria, procedures and overall assessment results in the annual report which shall also be reported to the Board of Directors.

(3) The group assessment comprises of the following items:

3.1 Structure and qualifications of the Risk Management Committee

3.2 Meetings of the Risk Management Committee

3.3 Roles, duties and responsibilities of the Risk Management Committee

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10. Consultant

The Risk Management Committee can request advice from independent experts as deemed appropriate at the Company's expense with approval from the Risk Management Committee.

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Mr. Chakrit Theepakornsukkasame

Chairman of Risk Management Committee

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Mrs. Rawittha Pongnuchit

Board Chairman

Pranda Jewelry Public Company Limited

3rd Edition

This Charter has been approved by the Board of Directors' meeting of Pranda Jewelry Public Company Limited 5/2025 on November 12th, 2025 and to be effective from November 12th, 2025 onwards.