

[Translation]

Risk Oversight Committee Charter (ROC)

Thai Group Holdings Public Company Limited – Revised Edition for the Year 2026

1. Objectives

The Risk Oversight Committee is a subcommittee appointed by the Board of Directors to oversee enterprise-wide risk management across TGH and its subsidiaries, ensuring compliance with good corporate governance principles and relevant regulatory requirements, including those of the Office of Insurance Commission (OIC), particularly in relation to Group Risk Management.

2. Definitions

2.1 **“Risk Oversight Committee Charter”** means the Risk Oversight Committee Charter of Thai Group Holdings Public Company Limited.

2.2 For the purposes of this Charter:

“Company” means Thai Group Holdings Public Company Limited.

“Subsidiary” means a company in which Thai Group Holdings Public Company Limited holds more than 50 percent of the shares, whether directly or indirectly.

“Associate Company” means a company in which Thai Group Holdings Public Company Limited holds not less than 20 percent but not more than 50 percent of the shares, whether directly or indirectly.

“Board of Directors” means the Board of Directors of Thai Group Holdings Public Company Limited.

“Risk Oversight Committee” means the Risk Oversight Committee of Thai Group Holdings Public Company Limited.

“Chairman” means the Chairman of the Risk Oversight Committee.

“Executives” means the Chief Executive Officer and President, and the first four senior executives of Thai Group Holdings Public Company Limited, as defined by the Securities and Exchange Commission (SEC) and/or the Stock Exchange of Thailand (SET).

3. Composition of the Risk Oversight Committee

The Risk Oversight Committee shall consist of not less than five directors appointed by the Board of Directors. Appointed members must possess knowledge and experience in business operations and risk management, and be able to devote sufficient time to perform their duties and responsibilities as specified in Clause 5.

4. Meetings, Quorum, and Voting

- 4.1 The Risk Oversight Committee shall convene at least once every two months, or as deemed appropriate by the Chairman of the Risk Oversight Committee.
- 4.2 Any committee member or the Head of Group Risk Management (TGH CRO) may request the Chairman to convene a meeting in the event of the following circumstances:
 1. The business is likely to face a level of risk significantly exceeding the acceptable Risk Tolerance; or
 2. There are significant events, material damages or losses, or major regulatory issues raised by authorities, for which the Risk Oversight Committee shall acknowledge the risk mitigation measures proposed by the relevant business unit.
- 4.3 Notice of meetings shall be given by electronic mail or telephone at least three business days prior to the meeting date. The meeting agenda must be approved by the Chairman or a person designated by the Chairman prior to circulation.
- 4.4 A quorum shall consist of not less than one-half of the total number of committee members.

The Chairman shall preside over meetings of the Risk Oversight Committee. In the absence of the Chairman or if the Chairman is unable to perform his/her duties, the Vice Chairman, if any, shall preside over the meeting. If there is no Vice Chairman, or the Vice Chairman is absent or unable to perform his/her duties, the committee members present shall elect one member to serve as Chairman of the meeting.

- 4.5 Resolutions of the meeting shall be passed by a majority vote. Each committee member shall have one vote. Any member having an interest in a particular agenda item shall neither attend the meeting nor vote on such matter.

In the event of a tie vote, the Chairman of the meeting shall have an additional casting vote.

- 4.6 The Head of Group Risk Management, or a person designated by the Group Risk Management function, shall serve as secretary to the meeting and need not be a committee member.
- 4.7 Reporting - The Risk Oversight Committee shall report to the Board of Directors and disclose its activities to shareholders through the Company's annual report.

5. Role and Responsibilities of the Risk Oversight Committee

The Risk Oversight Committee shall have the following duties and responsibilities:

- 5.1 Promote a risk management culture throughout the group businesses to enhance personnel learning and understanding of the importance and fundamentals of risk management, and to ensure its application in operations for the sustainable development of the business.
- 5.2 Establish and propose the Group Risk Management Policy to the Board of Directors as an overarching framework for implementation, with reference to the rules and guidelines of relevant regulatory authorities applicable to the group businesses, as well as international best practices.
- 5.3 Provide opinions to the Board of Directors regarding the structure related to risk management, ensuring segregation of duties in accordance with the Three Lines of Defense principle, so that the group businesses operate collaboratively with appropriate checks and balances between risk owners and monitoring and oversight functions, thereby ensuring effective and efficient group-wide risk management.

- 5.4 Review the financial stability assessment and capital adequacy in accordance with the annual business plans of the group's core businesses and present the same to the Board of Directors.
- 5.5 Determine the Risk Appetite, Risk Tolerance, and Key Risk Indicators (KRIs) in alignment with the business plans.
- 5.6 In the event that the Risk Oversight Committee receives reports regarding significant changes in the business environment or risk factors, including emerging risks, resulting in a review of the business plan, the Risk Oversight Committee shall review the criteria prescribed under Clauses 5.4 and 5.5.
- 5.7 Acknowledge reports on significant incidents (Incident Reports) and emerging risks occurring within the group, including their causes, corrective actions, and preventive measures, in order to provide opinions or recommendations to the Board of Directors.
- 5.8 Approve measures for managing and mitigating emerging risks.
- 5.9 Oversee the assessment of the adequacy and effectiveness of risk management within the core businesses by receiving information and reports on significant risks from the Risk Management function, which supports the operations of the Risk Oversight Committee, in order to obtain comprehensive information covering various categories of risks as prescribed in the Group Risk Management Policy.
- 5.10 Summarize and report the key aspects of the Group Risk Status to the Board of Directors at least once every quarter.
- 5.11 Provide recommendations regarding the appointment and performance evaluation of the Head of Group Risk Management (TGH CRO).

6. Reporting of the Risk Oversight Committee

- 6.1 Regularly submit reports to the Board of Directors regarding the activities of the Risk Oversight Committee and provide recommendations as appropriate.
- 6.2 Report to shareholders through the Company's Annual Report and Annual Registration Statement.

7. Evaluation of the Risk Oversight Committee

The performance evaluation of the Risk Oversight Committee may be conducted through a self-assessment process, covering both collective committee performance and individual performance. The evaluation results shall be reported to the Board of Directors on an annual basis.

8. Review and Amendment of the Charter

This Charter shall be reviewed at least once a year or whenever there is a material change, and any revisions shall be proposed to the Board of Directors for consideration and approval.

9. Effectiveness

This Charter shall become effective from March 26, 2026 onward.