



Charter of the Risk Oversight Committee
SCG Packaging Public Company Limited

The Risk Oversight Committee is an integral part of the Company's Good Corporate Governance system. The Meeting of the Board of Directors no. 256 (8/2024), on November 26, 2024, resolved to establish this Charter of the Risk Oversight Committee to ensure that the members of the Committee recognize their duties and responsibilities, and are able to perform them accurately and comprehensively in line with the Good Corporate Governance principles to foster trust and confidence among stakeholders.

1. Scope of Duties

The duties of the Risk Oversight Committee are as follows:

- 1.1 Set forth the appropriate Risk Management Policy for the company.
- 1.2 Oversee regular reviews of the Company's Risk Management Policy and processes to ensure alignment with the Company's business strategies and direction.
- 1.3 Oversee that the organizational structure supports good risk governance.
- 1.4 Advise the Board of Directors on the Risk Management Policy and promote continuous improvement and development of risk management systems across all organizational levels.
- 1.5 Consider and provide opinions on the acceptable risk levels and the Company's risk assessment criteria.
- 1.6 Oversee regular evaluation, analysis, and review of the Company's risks.
- 1.7 Consider risk assessment results and risk management plans, as well as providing recommendations or mitigation strategies to keep risks at acceptable levels, ensuring an adequate and appropriate risk management system.
- 1.8 Oversee that the top executives and the Risk Management Committee follow the Company's Risk Management Policy and strategies in compliance with the stipulated policy and objectives.
- 1.9 Evaluate the performance of the Risk Oversight Committee annually by performing assessments for the Committee as a whole and each individual committee member as a self-assessment, and review the Charter of the Risk Oversight Committee at least once a year for approval by the Board of Directors.
- 1.10 Report progress and performance to the Board of Directors after every Risk Oversight Committee meeting.
- 1.11 Disclose policies and activities relating to the Company's risk oversight as well as preparing Risk Oversight Committee's reports in the annual reports.
- 1.12 Perform other duties as assigned by the Board of Directors.

To fulfill these duties, the Risk Oversight Committee has the authority to summon and instruct relevant executives, department heads, or employees to provide input, attend meetings, or submit necessary documents. Moreover, in carrying out their duties within the scope of this Charter, the Risk Oversight Committee may seek advice from external independent consultants or professionals if deemed necessary and appropriate, with expenses borne by the Company.

2. Composition of the Risk Oversight Committee

The constituents of the Risk Oversight Committee are to be as follows:

- 2.1 The committee shall comprise at least three directors, with a majority being independent directors to align with the Good Corporate Governance principles for listed companies.
- 2.2 The members of the Risk Oversight Committee must be appointed by the Board of Directors.
- 2.3 The Board of Directors or the Risk Oversight Committee shall appoint one member as the Chairman. The Chairman of the Risk Oversight Committee should be an independent director to ensure transparency and independence in the performance of their duties.
- 2.4 The Risk Oversight Committee shall consider an appointment of the Secretary to the Risk Oversight Committee to assist in meeting arrangement, preparation of meeting agendas, distribution of meeting documents, and recording minutes of the meeting.

3. Qualifications of the Risk Oversight Committee

- 3.1 Must be a director of the company.
- 3.2 The Chairman of the Risk Oversight Committee should be an independent director to serve as a key figure in driving the committee's performance of duties to be conducted with independence.
- 3.3 Possess all required qualifications and not exhibit any disqualifications as stipulated under the Public Limited Companies Act B.E. 2535 (including its amendments) ("PLC Act"), the Securities and Exchange Act B.E. 2535 (including its amendments), as well as applicable notifications, regulations, and/or rules. Additionally, the individual must not display any characteristics that indicate a lack of suitability to be entrusted as a director or executive as prescribed by the Securities and Exchange Commission and/or the Capital Market Supervisory Board.
- 3.4 Possess with knowledge, expertise, and experience, as well as understanding the qualifications, duties and responsibilities as a member of the Risk Oversight Committee. The member should also have a clear understanding regarding risk-related matters.
- 3.5 Must exhibit vision, actively monitor the changes in the Company and its subsidiaries' performance and international risk trends to improve the Company's risk management policies accordingly.
- 3.6 Be able to perform duties, provide opinions, and report on assigned responsibilities independently, openly, and transparently. Additionally, the member of the Committee must be able to dedicate sufficient time to effectively fulfill their duties.

4. Term of Office

The term of office for the Risk Oversight Committee members shall align with their tenure as the Company's directors, concluding at the annual general meeting of shareholders when their directorship term expires. Upon the expiration of their term, they may be reappointed to continue serving in the position.

In addition to vacating the position upon the expiration of their term as stated above, a member of the Risk Oversight Committee shall vacate their position upon the occurrence of the following:

- 1) Termination of directorship or lack of the qualifications required of a director, or possessing disqualifying characteristics as specified in the Company's Articles of Association, the PLC Act, and/or the laws governing securities and the stock exchange;
- 2) Resignation;
- 3) Disqualification as a member of the Risk Oversight Committee as stipulated by laws or this Charter;
- 4) Removal by the resolutions of the Board of Directors or the meeting of shareholders;
- 5) Death.

Any Risk Oversight Committee member wishing to resign shall submit a written resignation to the Chairman of the Board. The resignation shall take effect on the date the resignation letter is received by the Chairman of the Board.

In the event that all members of the Risk Oversight Committee vacate their positions, the outgoing members shall remain as the acting members to continue operations temporarily until a new set of Committee members is appointed and assumes their responsibilities.

In case of a vacancy in the Risk Oversight Committee for reasons other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Risk Oversight Committee so that the number of members of the Risk Oversight Committee remains in full as stipulated by the Board of Directors. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

5. Meetings

Meetings of the Risk Oversight Committee shall be convened as deemed necessary and appropriate by the Risk Oversight Committee or its Chairman. However, the Committee meetings should be held at least twice a year.

For a Risk Oversight Committee meeting, the Chairman of the Risk Oversight Committee or the Secretary to the Risk Oversight Committee, as assigned by the Chairman, shall notify all members of the Committee at least three days prior to the meeting date. In urgent cases, a shorter notice period may be provided or earlier meeting date may be chosen.

The Chairman of the Risk Oversight Committee or the Chairman of the Meeting may order the meeting to be carried out by way of electronic conference, allowing participants to discuss and exchange opinions regardless of their physical locations. Such meetings must comply with the stipulated criteria and procedures.

The Risk Oversight Committee should conduct meetings to address matters within the scope of its responsibilities.

6. Quorum

At a meeting of the Risk Oversight Committee at least half the number of the members of the Risk Oversight Committee must be present to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Risk Oversight Committee shall appoint a member attending the meeting to perform the duty as the Chairman of the Meeting.

Decisions in the meeting shall be made by a simple majority vote. Each member of the Risk Oversight Committee is entitled to one vote. In the event of tie vote, the Chairman of the meeting shall have a casting vote. Any member of the Risk Oversight Committee who has an interest in any matter shall not be entitled to vote on such matter.

Resolutions of the Risk Oversight Committee may be made without meeting and shall be deemed valid as if they were made at the meeting when all members of the Risk Oversight Committee have adopted it by their signatures.

7. Remuneration

The Risk Oversight Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders' meeting.

This Charter shall be effective from January 1, 2025.

Announced on January 1, 2025.

-Signed by-

**(Mr. Prasarn Trairatvorakul)
Chairman of the Board of Directors**