



Charter of the Risk Management and Sustainability Development Committee

1. Introduction

NR Instant Produce Public Company Limited (“the Company”) recognizes the significance of risk management and sustainability development as crucial mechanisms for driving the Company towards long-term competitiveness. The Company has integrated the principles of risk management and sustainability development into its corporate governance, management, and operational systems at all levels to ensure effective, transparent, and accountable outcomes. The Company has adopted the COSO Enterprise Risk Management 2017 framework as the primary guideline for systematically identifying, analyzing, assessing, and managing risks, covering both internal and external factors. This is to support the achievement of the Company’s strategic objectives and goals in a sustainable manner and with resilience to change.

Moreover, the Company places importance on operating its business responsibly with respect to Environmental, Social, and Governance (ESG) considerations, adhering to sustainable development principles aligned with the United Nations Sustainable Development Goals (UN SDGs). The aim is to balance economic performance with social responsibility and natural resource conservation.

2. Scope, Authority, and Duties of the Risk Management and Sustainability Development Committee

The Risk Management and Sustainability Development Committee is responsible for overseeing, setting policies, promoting, and monitoring the Company’s risk management and sustainability development efforts to ensure effectiveness, alignment with good corporate governance principles, international best practices, and the Company’s growth strategies. The Committee’s responsibilities comprehensively cover ESG aspects to enable the Company to effectively respond to challenges in all dimensions and elevate its business standards to international levels.

The Committee’s scope of authority and duties are as follows:

Risk Management

- 2.1 Formulate overall risk management policies and frameworks covering key risks, including but not limited to:
 1. Strategic Risk
 2. Operational Risk
 3. Financial Risk
 4. Compliance Risk



5. Fraud & Corruption Risk
6. Reputation Risk
7. Investment Risk
8. Climate Change Risk
9. Geopolitical Risk
10. Emerging Risk
11. ESG Risk
12. Information Technology and Cybersecurity Risk
13. Data Privacy Risk

These must be consistent with the COSO Enterprise Risk Management 2017 (COSO ERM 2017) guidelines and submitted for approval to the Board of Directors.

- 2.2 Establish appropriate strategies, guidelines, and processes for risk management to assess, monitor, and control risks within acceptable levels, while encouraging integrated participation from all departments.
- 2.3 Supervise, monitor, and evaluate performance according to risk management policies approved by the Board of Directors.
- 2.4 Determine risk indicators and the Company's risk appetite.
- 2.5 Consider appropriate measures and guidelines for managing risks according to the Company's circumstances and context.
- 2.6 Review the risk management policies and frameworks at least once a year to ensure continued appropriateness, modernity, and alignment with the business environment.
- 2.7 Evaluate the Company's enterprise-level risks and monitor operations to comply with the established risk management guidelines.
- 2.8 Have the authority to invite executives or relevant individuals to provide information, explanations, or support for risk analysis, and define roles and responsibilities of personnel in risk management at all levels.
- 2.9 Prepare documentation, manuals, and guidelines for risk management to serve as internal standards.
- 2.10 Regularly prepare reports on risk status, performance, and recommendations for improvements to the Board of Directors.



- 2.11 Analyze emerging risk trends and systematically prepare preventive or risk mitigation plans.
- 2.12 Promote and implement an integrated risk management system connected to the Company's internal information systems.
- 2.13 Perform other duties related to risk management as assigned by the Board of Directors.

Sustainable Development

- 2.14 Recommend and formulate sustainability development policies covering ESG dimensions, supporting the Company's operations to align with the Ten Principles of the United Nations Global Compact and all 17 UN SDGs.
- 2.15 Promote the establishment of strategies, targets, and indicators for sustainability development, covering key topics such as human rights, labor, environmental protection, and governance.
- 2.16 Monitor and evaluate sustainability performance to ensure alignment with the Company's policies, strategies, and stakeholder expectations.
- 2.17 Support the integration of sustainability concepts into business strategies and risk management processes to create long-term value and enhance competitiveness.
- 2.18 Ensure the integration of sustainability principles into production processes, supply chains, procurement, and product design, as well as promote the concepts of Circular Economy, Carbon Neutrality, Net Zero greenhouse gas emissions, and eco-friendly innovations.
- 2.19 Oversee and promote communication and disclosure of sustainability development information to internal and external stakeholders transparently, via sustainability reports or other channels, following international standards such as GRI, TCFD, or SASB.
- 2.20 Promote stakeholder engagement and foster a corporate culture grounded in sustainability principles through training, communication, and participation in environmental, social, and governance-related activities.



3. Composition of the Risk Management and Sustainability Development Committee

3.1 Number and Proportion of Independent Directors

The Company's Risk Management and Sustainability Development Committee shall consist of at least four members of the Board of Directors, of whom at least one must be an independent director.

3.2 Qualifications of Committee Members

Members of the Committee shall:

- 1) Be selected and appointed by the Board of Directors through transparent processes and criteria.
- 2) Possess knowledge, understanding, and experience relevant to risk management in business sectors or activities related to the Company's operations.
- 3) Understand corporate governance principles and be able to support the Company's operations in compliance with transparency, accountability, and auditability.
- 4) Be aware of and support sustainability principles, particularly in environmental, social, and governance (ESG) aspects, and promote the Company's alignment with the Sustainable Development Goals (SDGs).
- 5) Exercise sound judgment, emotional maturity, mental stability, and courage to express independent opinions, even when differing from the majority view, for the best interests of the Company.
- 6) Be able to dedicate sufficient time and prioritize their duties as committee members.

4. Appointment, Term of Office, and Vacation of Office

4.1 Appointment

- 4.1.1 The appointment of the Risk Management and Sustainability Committee shall be conducted in accordance with the consideration of the Nomination, Remuneration and Corporate Governance Committee and shall be subject to the approval of the Board of Directors. An independent director shall be appointed as the Chairperson of the Risk Management and Sustainability Committee.
- 4.1.2 The Committee may appoint a Secretary who is not a committee member, subject to the Committee's approval, to schedule meetings, prepare meetings, and record minutes.



- 4.1.3 Committee members who retire by rotation may be re-nominated and reappointed by the Board of Directors for another term at its discretion and based on the suitability of continuing their duties.

4.2 Term of Office

- 4.2.1 Committee members shall serve a term of three years, with each year commencing from the date of the Annual General Meeting of Shareholders at which they are appointed until the date of the next Annual General Meeting of Shareholders.
- 4.2.2 In the event of a vacancy for reasons other than term expiry, the Board of Directors shall appoint a suitably qualified person as a committee member within three months from the date the position becomes vacant, to maintain the number of members as specified in this Charter. The replacement member shall serve only for the remaining term of the predecessor.

4.3 Vacation of Office

- 4.3.1 Committee members shall vacate office immediately upon the occurrence of any of the following events:
- (1) Completion of their term or ceasing to hold office as a Company Director or Independent Director.
 - (2) Death.
 - (3) Resignation.
 - (4) Loss of qualifications to be a committee member.
 - (5) A resolution passed by a majority vote of the Board of Directors to remove the member.
 - (6) Bankruptcy, legal incapacity, or being declared incompetent.
 - (7) Imprisonment or a final judgment of imprisonment, except for offenses of petty nature or those committed by negligence.
- 4.3.2 A committee member wishing to resign shall submit a written notice to the Company at least 30 days in advance, stating the reasons, except in cases of force majeure.



5. Meetings of the Risk Management and Sustainability Development Committee

5.1 Meeting Frequency

5.1.1 The Committee shall convene meetings as appropriate to fulfill its roles and responsibilities, but not less than once per quarter, to continuously monitor, oversee, and evaluate the Company's risk management and sustainability development activities.

5.1.2 In case of significant events or necessity, the Committee may convene extraordinary meetings to promptly make decisions or provide policy recommendations.

5.2 Meeting Notice

The Chairperson or Secretary, as directed by the Chairperson, shall notify the Committee members of the meeting schedule at least seven days in advance unless urgent circumstances require otherwise, in which case a shorter notice period or alternative notification methods may be used. The Committee should ensure that meetings cover matters within its scope of duties.

5.3 Quorum

5.3.1 A quorum requires more than half of the Committee members appointed by the Board of Directors to be present.

5.3.2 If the Chairperson is absent or unable to perform their duties, the attending Committee members shall elect one member to act as Chairperson for that meeting.

5.3.3 The Committee Secretary or a designated person must attend every meeting.

5.4 Voting

Decisions shall be made by majority vote. Each Committee member has one vote. In case of a tie, the Chairperson shall have a casting vote. Any Committee member with a conflict of interest in any matter shall not have the right to vote on that matter.

6. Reporting

The Committee shall regularly report its performance to the Board of Directors to keep them informed of progress, policy recommendations, and significant risk and sustainability matters of the Company.



A summary report of each Committee meeting, including key resolutions and significant issues, shall be prepared and submitted to the Board of Directors after every meeting or whenever there are significant events potentially affecting the Company's strategies or operations.

7. Remuneration

The remuneration of the Chairperson and members of the Risk Management and Sustainability Committee shall be determined by the Board of Directors, upon the recommendation of the Nomination, Remuneration and Corporate Governance Committee, and shall be approved by a resolution of the Annual General Meeting of Shareholders.

8. External Advisors

The Committee may seek advice from independent external experts as appropriate, subject to approval from the Board of Directors.

9. Review

The Committee shall review this Charter at least once a year or as necessary to ensure its appropriateness in light of changes in roles, duties, laws, or regulations. Any amendments shall be submitted to the Board of Directors for approval.

This charter is approved by the Board of Directors of the company and is effective as of August 15th, 2025.

Announced on August 15th, 2025

A handwritten signature in blue ink, appearing to read 'Dhas Udomdhammabhakdi', written over a horizontal line.

(Dr. Dhas Udomdhammabhakdi)

Chairman of the Board of Directors