

Charter of the Sustainability and Risk Management Committee

1. Objectives

The Board of Directors is responsible for appointing the Sustainability and Risk Management Committee, which consists of directors and/or executives and/or external persons with appropriate qualifications to oversee and supervise the Company's and/or its subsidiaries' operations in accordance with the principles of Sustainable Development and effective and appropriate Risk Management.

2. Composition and Appointment of the Sustainability and Risk Management Committee

- 1) The Sustainability and Risk Management Committee is appointed by the Board of Directors with the number of members as the Board of Directors deems appropriate which will consist of the Company's directors and/or executives and/or outsiders. The Sustainability and Risk Management Committee should consist of at least 3 members.
- 2) The Sustainability and Risk Management Committee members do not have to be the Company's directors or employees. They may be qualified third parties without conflicts of interest against the Company.
- 3) The Board of Directors shall elect one member of the Sustainability and Risk Management Committee as the chairman of the Sustainability and Risk Management Committee. In the event that the Board of Directors deems it appropriate, one or more members of the Sustainability and Risk Management Committee may be elected as vice-chairmen of the Sustainability and Risk Management Committee.
- 4) The Sustainability and Risk Management Committee can appoint one employee of the Company to act as the secretary of the Sustainability and Risk Management Committee. The secretary is to assist the Sustainability and Risk Management Committee in making meeting appointments, preparing agendas, submitting documents, and formulating minutes. The Sustainability and Risk Management Committee has the authority to determine the remuneration (meeting allowance) to its secretary as deemed appropriate.

3. Qualifications of the Sustainability and Risk Management Committee

- 1) The Sustainability and Risk Management Committee must be knowledgeable and experienced in sustainability and risk management that will be beneficial to the Company's business operations, with integrity, business ethics, and time to dedicate knowledge, competence, and full performance to the Company.
- 2) The Sustainability and Risk Management Committee must be qualified without prohibited characteristics under the laws on public limited companies and securities and exchange and/or any other relevant laws.

- 3) The Sustainability and Risk Management Committee cannot operate, become partners or directors in other juristic persons having the same nature and/or competing with the business of the Company and/or its subsidiaries, whether for their own benefit or the benefit of others, unless notified in the Company's Board of Directors' Meeting or Shareholders' Meeting prior to the appointment resolution (as the case may be).

4. Tenure

The Board of Directors shall appoint the Sustainability and Risk Management Committee based on their knowledge, expertise, and experience.

Members of the Sustainability and Risk Management Committee who are also directors of the Company have a 3-year tenure of office each term, and will retire according to the term of office of the Company's directors. Upon expiration of the term, they may be re-appointed by the Board of Directors.

Members of the Sustainability and Risk Management Committee have the same tenure of office as the Company's executives, unless otherwise resolved by the Board of Directors.

External members of the Sustainability and Risk Management Committee have a 3-year tenure of office each term and upon expiration of the term, they may be re-appointed by the Board of Directors.

In addition to the above tenure, the Sustainability and Risk Management Committee vacates office upon their:

- 1) Death;
- 2) Resignation;
- 3) Lack of qualifications as directors of the Company or possessing prohibited characteristics under the law on public limited companies, or possessing characteristics that indicate a lack of suitability to be entrusted with managing a publicly held business as specified by the Securities and Exchange Act (and its amendments), including relevant announcements of the Office of the Securities and Exchange Commission;
- 4) Lack of qualifications as members of the Sustainability and Risk Management Committee according to this charter;
- 5) Removal from office by the resolution in the Board of Directors' Meeting and/or the Shareholders' Meeting; or
- 6) Dismissal ordered by the court.

Any member of the Sustainability and Risk Management Committee who wishes to resign must submit a letter of resignation to the Company. The resignation shall be effective from the date the resignation letter reaches the Company. In the event of a vacant position in the Sustainability and Risk Management Committee, the Board of Directors shall elect a person who is fully qualified to fill such a position.

5. Authority and Responsibility

- 1) Providing advice on the preparation and/or review of policies, strategies, operational frameworks, strategy implementation guidelines, including goals and issues of sustainability and risk management.

- 2) Overseeing and supporting the implementation of sustainability and risk management and pushing for concrete action as well as creating participation in the implementation of various projects under the framework of sustainability and risk management with both internal and external parties involved.
- 3) Providing advice and support so that the implementation of sustainability and risk management occurs throughout the organization and is consistent in the same direction.
- 4) Regularly reviewing the effectiveness of the risk management process and providing recommendations on the analysis, monitoring, evaluation, and improvement of the risk management plan to relevant management and operational levels, to ensure that risk management activities are conducted appropriately and effectively.
- 5) Overseeing the identification of risks and the assessment of both current and potential future impacts and opportunities, as well as the review of the organization's risk management plans and processes. This responsibility encompasses risks and opportunities in the following areas.
 - Strategic, business operations, and financial
 - Operational
 - Regulatory compliance and government policy changes
 - Environmental, Social, and Governance (ESG), such as human rights, occupational health and safety, anti-fraud and anti-corruption measures, and the business code of conduct
 - Climate change
 - Natural disasters and catastrophic events
- 6) Monitoring and evaluating the implementation of the risk management framework and risk management plans to ensure comprehensive adherence.
- 7) Having the authority to appoint a sustainability working group and/or a risk management working group, and to determine the powers, duties, and responsibilities of the sustainability working group and/or the risk management working group, including overseeing the operations of the sustainability working group and/or risk management working group to achieve the specified policies and goals.
- 8) Reporting on management results and actions on sustainability and/or risk management to the Board of Directors for acknowledgment as appropriate. In the event that there are important factors or events that may significantly affect the sustainability and/or risk management of the Company and/or its subsidiaries, they must report to the Board of Directors for acknowledgment and consideration as soon as possible.
- 9) Having the authority to appoint the advisory chairman or consultant or an advisory group of the Sustainability and Risk Management Committee as appropriate and the authority to determine remuneration, allowance, welfare, facilities and other expenses of the Chief Advisor or Advisor or Advisory Board as appropriate. The total amount of compensation, allowance, welfare, facilities and other expenses of the Chairman of Advisors or Advisors or Advisory Board is not more than 5 million baht/year. If the amount is exceeded, it must be proposed to the Board of Directors for approval. After the Sustainability and Risk Management Committee appoints the Chief Advisor or

Advisor or Advisory Board or sets compensation, allowance, welfare, facilities, and other expenses of the Chief Advisor or Advisor or Advisory Board, they shall report to the Board of Directors for further acknowledgment. The information about Chief Advisor or Advisor or Advisory Board should be disclosed along with their independence without conflicts of interest in the report.

Duties and responsibilities of the Chairman of the Sustainability and Risk Management Committee

- 1) The Chairman of the Sustainability and Risk Management Committee operates in accordance with the duties and responsibilities mentioned above efficiently and effectively.
- 2) The Chairman has the authority to implement the policies of the Sustainability and Risk Management Committee which is subject to the laws, conditions, rules and regulations of the Company.
- 3) The Chairman oversees business operations to ensure they are in accordance with the policy assigned by the Sustainability and Risk Management Committee.
- 4) The Chairman considers proposing amendments, improvements, various operating regulations as appropriate to the Sustainability and Risk Management Committee for approval.
- 5) The Chairman performs other actions as assigned by the Sustainability and Risk Management Committee.

The assignment of duties and responsibilities of the Sustainability and Risk Management Committee will not be considered authorization. or sub-delegation that allows the delegates from the Sustainability and Risk Management Committee to approve transactions that he or she may have conflicts of interest with, (according to the announcement by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies) or have a stake or any other conflicts of interest with the Company or its subsidiaries and/or related companies. The Sustainability and Risk Management Committee does not have the authority to approve such actions, which must be proposed to the Board of Directors and/or in the shareholders' meeting (as the case may be) for further approval, except for the approval of transactions under normal business and normal trading conditions according to the announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies. The delegation of such authority must be made in writing or clearly recorded as part of the resolution of the Sustainability and Risk Management Committee in the meeting minutes, with clear specification of the scope of authority of the attorney and the duration of the authorization.

6. Meeting

- 1) A meeting of the Sustainability and Risk Management Committee shall be held at least four times per year or as appropriate. In every meeting of the Sustainability and Risk Management Committee, the secretary of the Sustainability and Risk Management Committee, in consultation with the Sustainability and Risk Management Committee Chair, shall set the meeting agenda in advance.
- 2) The Chairman of the Sustainability and Risk Management Committee or the Sustainability and Risk Management Committee assigned by the Chairman of the Sustainability and Risk Management Committee shall determine the date, time and place of the Sustainability and Risk

Management Committee meeting. The meeting venue may be outside the Company's head office or nearby provinces. Provided that the Chairman of the Sustainability and Risk Management Committee or the Sustainability and Risk Management Committee assigned by the Chairman of the Board of Directors does not specify the meeting venue, the Company's head office shall be used.

- 3) In convening meetings of the Sustainability and Risk Management Committee, the Chairman of the Sustainability and Risk Management Committee or the assigned person shall send the meeting invitation to the Sustainability and Risk Management Committee or a representative of the Sustainability and Risk Management Committee directly, along with the specified date, time, place, and business of the meeting to the Sustainability and Risk Management Committee at least 7 days prior to the meeting date. In case of urgent necessity, to maintain the benefits of the Company, they may send the meeting invitation by other methods or an earlier meeting date may be set.
- 4) At the meeting of the Sustainability and Risk Management Committee, at least half of the number of Sustainability and Risk Management Committee members must be present in order to constitute a quorum. In case the Chairman of the Sustainability and Risk Management Committee is absent from the meeting or unable to perform duties, the Sustainability and Risk Management Committee attending the meeting shall elect one of the Sustainability and Risk Management Committee members to preside over the meeting.
- 5) Resolutions of the Sustainability and Risk Management Committee can be made by majority vote. However, members of the Sustainability and Risk Management Committee with conflicts of interest in any matter must not be present at the meeting during such a matter and they shall have no right to vote on that matter.
- 6) The decision of the Sustainability and Risk Management Committee meeting shall be made by a majority of votes, with one Sustainability and Risk Management Committee member having one vote. Any member of the Sustainability and Risk Management Committee who has an interest in any matter has no right to vote on that matter. If the votes appear to be equal, the chairman of the meeting shall have an additional vote as a casting vote.
- 7) The Sustainability and Risk Management Committee may invite other persons such as executives, the Company auditors, consultants, employees and/or other relevant persons to attend the meeting as appropriate. They may also consider having a separate meeting with such other persons if there are specific issues or considerations that should be discussed separately.

7. Reporting by the Sustainability and Risk Management Committee

The Sustainability and Risk Management Committee must report its performance to the Board of Directors and its operation of the previous year to the shareholders in the annual report by disclosing at least the following details

- 1) The number of meetings,
- 2) The number of times each Sustainability and Risk Management Committee member attends the meeting,
- 3) Remuneration for the Sustainability and Risk Management Committee, and
- 4) The performance of duty according to the specified charter.

8. The performance evaluation of the Sustainability and Risk Management Committee

The performance evaluation of the Sustainability and Risk Management Committee will be conducted annually. The Sustainability and Risk Management Committee will assess the performance of the committee as a whole and report the annual evaluation results to the Board of Directors.

9. Review and Improvement of the Charter

The Sustainability and Risk Management Committee will review this charter annually and propose any amendments or changes deemed appropriate for the Board of Directors' consideration and approval.

This charter shall be effective from May 23, 2025 onwards.

Committees

Absolute Clean Energy Public Company Limited