

# **LAND AND HOUSES PUBLIC CO., LTD**

## **Risk Management and Sustainable Development Committee Charter**

### **1. Objectives**

The Risk Management and Sustainable Development Committee Charter had been prepared to set the framework for the scope, authority, duties and responsibilities of the Company's Risk Management and Sustainable Development Committee. The objective is to ensure the Risk Management and Sustainable Development Committee serve as an efficient mechanism for the Board of Directors in supervising the Company's risk management and sustainable development. It is also in keeping with the best practices of good corporate governance. The Risk Management and Sustainable Development Committee is assigned by the Board of Directors to

1. Supervise and manage the Company's risks to be appropriate and at an acceptable level.
2. Supervise and manage the sustainable development of the Company to be appropriate and continuous.

For this purpose, the Risk Management and Sustainable development Committee will perform its supervisory duty by acknowledging and reviewing the risks and giving opinions or advice that are beneficial to overall risk management and sustainable development.

### **2. Composition**

2.1 Appointed by the Board of Directors, the Risk Management and Sustainable Development Committee is composed of at least three directors, at least one of whom must be an independent director and other people, no more than 2 persons that the Board of Directors may consider additional appointing.

2.2 The Risk Management and Sustainable Development Committee must select one of the independent directors as its Chairman.

2.3 The Risk Management and Sustainable Development Committee must appoint one person as its secretary.

### **3. Terms of Office**

The term of office of the Risk Management and Sustainable Development Committee is according to the term of the Company's directorship. And when any member of the Risk Management and Sustainable Development Committee must vacate office due to the end of the term of the Company's directorship, that director will continue to act as the Risk Management and Sustainable Development Committee member until the Board of Directors has a resolution to appoint a new Risk Management and Sustainable Development Committee member to take the position.

However, in the case where the company director has considered appointing a person who is not a Company's director to serve as the Risk Management and Sustainable Development Committee, that person shall hold office for a term of 2 years. And upon vacating office due to the completion of such term, that person will continue to act as the Risk Management and Sustainable Development Committee member until the Board of Directors has a resolution to appoint a new Risk Management and Sustainable Development Committee member to take the position.

Member of the Risk Management and Sustainable Development Committee who has completed his/her term can be appointed by the Board of Directors to be reinstated as member of the Risk and Sustainable Development Committee.

### **4. Termination**

The terms of the Risk Management and Sustainable Development Committee members expire in one the following circumstances:

4.1 No longer holding office as Company's directors or complete the 2 year term of office in the case of non- Company's director appointed persons.

4.2 Resignation

4.3 Death

#### 4.4 Removal by the resolution of the Board of Directors

### 5. Scope of Authority and Duties

#### 5.1 Authority

1. The Risk Management and Sustainable Development Committee may appoint a risk management and sustainable development working committee consisting of related executives from the Vice President level or higher.

2. The Risk Management and Sustainable Development Committee may ask all departments to give information in writing or invite executives or related officials of the Company to join its meetings to explain or give information in person on issues regarding risks and the execution of their duties and responsibilities as the Risk Management and Sustainable Development Committee deems appropriate. The Company's executives and related officials who have been invited, asked or sought information from shall cooperate with the Risk Management and Sustainable Development Committee.

#### 5.2 Duties and Responsibilities

1. Define and review a policy, goals, guidelines, and framework for corporate risk management embracing overall risk management and key risk management, including strategic, financial, compliance, operational, fraud, ESG, and emerging risks. These are to be submitted to the Board for approval.

2. Oversee, recommend, monitor, review, assess, and improve action plans for business suitability to ensure that risk management is adequately, suitably, and efficiently dealt with to manage assorted risks to the Company's risk appetite, consistent with strategies, business plans, and prevailing circumstances, apart from advocating an enterprise risk management culture.

3. Define a policy, strategy, and goals and map out a sustainability development plan consistent with the Company's business, embracing its environmental, social, and corporate governance (ESG) aspects, compatible with international practices to create sustainable value for all stakeholders.

4. Define, oversee, review, and improve the policy and guidelines for sustainability development continually and urge implementation of these, while nurturing engagement in assorted projects under the sustainability development framework with internal and external agencies.

5. Define, review, and improve the strategy on climate change, including international-standard risk management and the likelihood of risks from climate change for submission to the Board for approval. Oversee and monitor conformance to such climate change strategy.

6. Report risk issues and outcomes of significant and useful risk and sustainability development activities to the Board.

7. Perform other Board-assigned tasks.

8. Conduct self-assessment at least annually.

## **6. Meetings**

1. The Risk Management and Sustainable Development Committee shall meet at least twice a year as necessary and appropriate.

2. At each Risk Management and Sustainable Development Committee meeting, not less than half of the members must attend to constitute a quorum.

## **7. Reporting**

The Risk Management and Sustainable Development Committee shall report on the performance of its duties to the Board of Directors.