



AURORA

Risk Management Committee Charter

Aurora Design Public Company Limited

Revision / Amendment History

No.	Details	Effective Date
01	Initial issuance	July 6, 2022
02	First Review	February 22, 2023
03	Second Review	November 8, 2023
04	1st amendment	February 22, 2024
05	2nd amendment	May 14, 2025
06	3rd amendment	May 11, 2026

Table of Contents

Topic	Page
1. Definitions	1
2. Objectives	1
3. Composition	1
4. Qualifications of Committee Members	1
5. Appointment of Committee Members	2
6. Term of Office	2
7. Vacation of Office	2
8. Powers, Duties, and Responsibilities	3
9. Meetings	4
10. Quorum and Voting	4
11. Performance Evaluation	4
12. Reporting	4
13. Review	5

Risk Management Committee Charter

1. Definitions

Company	means	Aurora Design Public Company Limited
Board of Directors	means	Board of Directors of Aurora Design Public Company Limited
Risk Management Committee	means	the Risk Management Committee of Aurora Design Public Company Limited
Director	means	Director of Aurora Design Public Company Limited
Risk Management Committee Member	means	a member of the Risk Management Committee of Aurora Design Public Company Limited.

2. Objectives

The Risk Management Committee (the "Committee") is established to support the Board of Directors in formulating policies and developing an enterprise-wide risk management system based on the principles of good corporate governance, the COSO Enterprise Risk Management Framework (COSO ERM), and appropriate risk management practices in response to a rapidly and continuously changing business environment. The Committee aims to enhance the effectiveness of the Company's risk identification and risk response, mitigate the impact of risks on the business, and support sustainable business growth in the short, medium and long term.

3. Composition

- 3.1 The Committee shall comprise at least three (3). members and should include at least one (1) independent director.
- 3.2 The Board of Directors or the Committee shall appoint one (1) Committee member to serve as Chairperson of the Risk Management Committee.
- 3.3 The composition of the Committee should take into consideration diversity, including age, gender, race, nationality, domicile, knowledge, capabilities, skills, areas of expertise and professional experience.
- 3.4 A Committee member is not required to be a director of the Company.
- 3.5 The Committee shall appoint a Secretary to assist the Committee in arranging meetings, preparing agendas, circulating meeting materials, and recording minutes of meetings.

4. Qualifications of Committee Members

- 4.1 Possesses knowledge, competence, integrity, relevant experience beneficial to the performance of duties, and appropriate business ethics to perform the duties of a Risk Management Committee member.

- 4.2 Is able to devote sufficient time to fully perform the duties and regularly provide views and opinions on the Company's operations.
- 4.3 Does not possess any prohibited characteristics prescribed by applicable laws and regulations.
- 4.4 Does not engage in a business of the same nature as, and competing with, the Company's business, whether for his or her own benefit or for the benefit of others, unless such matter has been disclosed to the Board of Directors prior to the appointment.

5. Appointment of Committee Members

- 5.1 The Board of Directors shall appoint persons who possess the qualifications specified in Section 4 above and who have been considered by the Nomination Committee to serve as Risk Management Committee members.

6. Term of Office

- 6.1 A Risk Management Committee member shall hold office for a term of three (3) years, in accordance with the term of office as a director of the Company, in the case of a Committee member who is also a director of the Company. A Committee member whose term has expired may be reappointed.
- 6.2 If a Committee member completes his or her term or is unable to complete the term, resulting in the number of Committee members falling below three (3), the Board of Directors shall appoint a new Committee member to restore the required number immediately or, at the latest, within three (3) months from the date on which the Committee is incomplete, in order to ensure continuity in the performance of the Committee's duties.

7. Vacation of Office

- 7.1 Death.
- 7.2 Resignation by submitting a resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date on which the resignation letter is received by the Company.
- 7.3 Expiration of the term of office as a Risk Management Committee member.
- 7.4 Ceasing to hold office as a director of the Company.
- 7.5 Possessing any prohibited characteristics prescribed by applicable laws.
- 7.6 Removal from office by resolution of the Board of Directors.

If a Risk Management Committee member vacates office before the expiration of his or her term, the Board of Directors shall consider appointing a qualified and appropriate person as a replacement. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

8 Powers, Duties, and Responsibilities

- 8.1 Review, consider and approve the risk management policy in alignment with the Company's objectives, vision, mission, policies, key goals, strategies and Risk Appetite, as the framework for risk management operations of the Company and its subsidiaries to ensure consistent direction.
- 8.2 Review the Risk Management Committee Charter and submit it to the Board of Directors for consideration and approval.
- 8.3 Consider and approve the Risk Management Manual.
- 8.4 Oversee the identification of risks arising from both internal and external risk factors, ensuring that risk identification comprehensively covers, at a minimum, Strategic Risk, Operational Risk, Financial Risk, Compliance Risk, ESG Risk, and Emerging Risk.
- 8.5 Oversee the prioritization of risks and the establishment of appropriate risk management approaches to ensure efficient allocation of resources within the Company's Risk Appetite.
- 8.6 Oversee the Risk Management Working Team in implementing business risk management, including fraud and corruption risks, provide advice to the Working Team on such matters, and report to the Board of Directors at least once a year.
- 8.7 Communicate with the Board of Directors, Audit Committee, Executive Committee and management regarding significant risks.
- 8.8 Regularly review the appropriateness and adequacy of the risk management policies, strategies and practices of the Company and its subsidiaries to ensure that they remain consistent with the business direction of the Company and its subsidiaries and the changing business context.
- 8.9 Promote and support directors, executives and employees in developing knowledge and understanding of risk management, and drive the risk management system and culture in accordance with internationally recognized principles, enabling the Company to respond to volatility and rapid changes in the business environment, while complying with applicable laws, rules and regulations, requirements of relevant governmental and regulatory authorities, principles of good corporate governance, and sustainability standards recognized nationally and internationally.
- 8.10 Consider and approve the Risk Management Report disclosed to investors in the Annual Report (One Report).
- 8.11 In performing its duties within the scope of this Charter, the Committee shall have the authority to require management or relevant employees to provide information, express opinions, attend meetings, or submit documents deemed relevant and necessary. The Committee may also obtain advice from independent external advisors or other professional experts where necessary and appropriate, at the Company's reasonable expense. The information regarding such advisors and their independence shall be disclosed in the Annual Report, if applicable.
- 8.12 Perform such other duties as the Board of Directors may deem appropriate and assign to the Committee.

9 Meetings

- 9.1 Meetings of the Committee shall be held as deemed appropriate by the Chairperson of the Risk Management Committee, provided that the Committee shall meet at least two (2) times per year.
- 9.2 For each Committee meeting, the Chairperson or a person duly authorized by the Chairperson shall deliver the meeting notice together with the agenda and supporting documents to all Committee members at least five (5) days prior to the meeting. The notice and supporting documents may be delivered electronically to allow Committee members sufficient time to review the relevant information. In urgent circumstances where necessary to protect the Company's rights or interests, the meeting notice may be given by other means or the meeting may be scheduled on shorter notice.

10 Quorum and Voting

- 10.1 A quorum shall be constituted when at least two-thirds (2/3) of the total number of Risk Management Committee members are present at the meeting.
- 10.2 If the Chairperson is absent or unable to perform his or her duties, the Committee members present shall elect one member to act as Chairperson of the meeting.
- 10.3 Resolutions of the meeting shall be passed by a majority vote.
- 10.4 Each Committee member shall have one (1) vote, A Committee member who has a conflict of interest or other interest in any matter shall not be entitled to vote on such matter. In the event of an equality of votes, the Chairperson of the meeting shall have a casting vote. At the time a resolution is adopted, at least two-thirds (2/3) of the total number of Committee members must be present.

11 Performance Evaluation

The Risk Management Committee shall conduct regular performance evaluations of the Risk Management Committee both collectively and individually, at least once a year, to assess the performance of its duties, and shall report the evaluation results to the Board of Directors.

12 Reporting

- 12.1 The Risk Management Committee shall regularly report and the discharge of its duties to the Board of Directors for acknowledgement.
- 12.2 The Risk Management Committee shall report its performance during the preceding year to shareholders in the annual report, including at least the following:
- 12.2.1 Number of Risk Management Committee meetings held.
 - 12.2.2 Number of meetings attended by each Committee member.
 - 12.2.3 Performance of duties in accordance with this Charter.

13 Review

The Committee shall review the details of and compliance with this Risk Management Committee Charter at least once a year to ensure consistency with applicable legal requirements and circumstances prevailing at the time.

This Risk Management Committee Charter shall be effective from May 11, 2026 onwards.

/s/

(Mr. Prasit Srirungtham)

Chairman of the Board of Directors

Aurora Design Public Company Limited