

(Translation)

ENTERPRISE RISK MANAGEMENT COMMITTEE CHARTER
B.GRIMM POWER PUBLIC COMPANY LIMITED

The Board of Directors has appointed the Enterprise Risk Management Committee to define and oversee the enterprise risk management policy, ensuring alignment with the company's strategic direction. The committee will work at the company direction level to supervise and monitor the implementation of a professional and effective risk management process, aiming to mitigate business impacts. This charter outlines the roles, duties, and responsibilities of the Enterprise Risk Management Committee for efficient execution and governance.

1. Composition of the Enterprise Risk Management Committee

- 1.1 The Enterprise Risk Management Committee shall comprise at least three (3) directors as members with more than one half of whom must be independent directors and at least 1 top executive, and the Chairman should be an independent director.
- 1.2 The Enterprise Risk Management Committee shall appoint one person to serve as secretary to the Enterprise Risk Management Committee, unless otherwise assigned by the Enterprise Risk Management Committee.

2. Qualifications of Members of the Enterprise Risk Management Committee

- 2.1 They shall be qualified without any forbidden trait as prescribed in the laws on the public company, securities and exchange, criteria of the Stock Exchange of Thailand, notification of the Capital Market Supervisory Board and the Securities and Exchange Commission, including any amendments thereto.
- 2.2 They shall be knowledgeable, competent and have experience which are beneficial to B.Grimm Power's business operations.
- 2.3 They shall not engage in any business, be a partner or director in any other legal entity in the same industry or in competition with B.Grimm Power's business, whether for personal gain or gain of others unless the meeting of shareholders is notified of the matter before a resolution is passed to appoint such directors.

In case that any director engages in any business, be a partner or director in any other legal entity in the same industry or in competition with B.Grimm Power's business, he/she is required to declare such matter to the Board of Directors for acknowledgement in due course.

3. Scope of Duties, Powers, and Responsibilities of the Enterprise Risk Management Committee

- 3.1 To prepare the policies to ensure alignment with B.Grimm Power's objective and strategies propose to the Board of Directors for consideration, approval and announcement as the best practices for directors, management and staff at all levels.
- 3.2 To provide recommendations on risk and control matters to the Risk Management Working Group and other executive governance committees responsible for investment, strategy, project oversight and operations.
- 3.3 Oversee and support risk management activities, with a focus on major projects that pose significant financial, operational, or strategic risks. The Enterprise Risk Management Committee will provide guidance on risk identification, assessment, prioritization, and mitigation strategies for these high-impact projects.
- 3.4 Advocate and promote a corporate risk management culture throughout the organization to ensure all employees understand and engage in risk management practices.
- 3.5 To regularly review and revise the Enterprise Risk Management Committee charter at least once (1) a year and submit any revisions to the Board of Directors for approval.
- 3.6 Monitor the effectiveness of the risk management framework and ensure continuous improvement by incorporating best practices and lessons learned from risk events.
- 3.7 Ensure that risk management activities are integrated into strategic planning, budgeting, and performance management processes.
- 3.8 Facilitate communication and reporting on risk management issues between the Board of Directors, executive management, and business units.
- 3.9 Review and Approve risk appetite and tolerance levels, ensuring appropriateness and alignment with the overall business strategy.
- 3.10 Ensure compliance with relevant laws, regulations, and industry standards related to risk management.
- 3.11 Periodically review major risk exposures and the measures taken to mitigate those risks, reporting significant findings to the Board of Directors.
- 3.12 Ensure the development and implementation of a crisis management plan and oversee its periodic testing and effectiveness.



4. Meetings of the Enterprise Risk Management Committee

- 4.1 The Enterprise Risk Management Committee should meet at least once (1) a quarter.
- 4.2 The meetings of the Enterprise Risk Management Committee shall be attended by no less than half of the members to constitute a quorum.
- 4.3 The Enterprise Risk Management Committee has the authority to invite management or executives or concerned staff of B.Grimm Power, or appropriate persons to attend the meeting or clarify related matters.
- 4.4 In the event the Chairman is unable to attend the meeting or perform their duties, an Acting Chairman may be designated. If no Acting Chairman has been designated, the members present at the meeting shall choose one person from among themselves to chair the meeting.
- 4.5 A resolution of the meeting shall require a majority vote of members of the Enterprise Risk Management Committee who are present at the meeting. Each member of the Enterprise Risk Management Committee shall have one (1) vote. In the equality of votes, the Chairman of the Enterprise Risk Management Committee shall have one (1) vote as a casting vote.

5. Reporting of the Enterprise Risk Management Committee

- 5.1 The Enterprise Risk Management Committee shall report its performance to the Board of Directors quarterly.
- 5.2 The Enterprise Risk Management Committee shall also provide ad-hoc reports to the Board of Directors as necessary, particularly in the event of significant risk events or emerging risks that require immediate attention.

This Enterprise Risk Management Committee Charter was approved by the Board of Directors' Meeting No. 07/2025 dated 14 May 2025, which is effective from 15 May 2025.

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(Mr. Pakorn Thavisin)
Chairman