



PACIFIC PIPE PUBLIC COMPANY LIMITED

Charter

Executive, Risk Management and Sustainability Committee

The Board of Directors	
No. 1	31 July 2019
No. 2	22 January 2020
No. 3	22 January 2021
No. 4	25 March 2022
No. 5	22 December 2022
No. 6	20 December 2023
No. 7	24 January 2025
No. 8	16 December 2025

Note: Approved by the resolution of the Board of Directors' Meeting No. 6/2025, held on 16 December 2025, Agenda Item 4.6.



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Executive, Risk Management and Sustainability Committee Charter

1. Objectives

This Charter is established to define the scope of authority, duties, and responsibilities of the Executive and Risk Management Committee of Pacific Pipe Public Company Limited, with the objective of serving as an effective mechanism of the Board of Directors in overseeing management operations and in formulating policies, strategic plans, budgets, and management authorities of the Company, including the Company's risk management. The Committee shall also be responsible for developing and enhancing the risk management system to ensure that risks are maintained at an acceptable level as determined by the Company, while ensuring efficient and effective use of resources. Such efforts aim to create added value for the Company and all stakeholders, and to drive the Company toward sustainable growth.

2. Qualifications

- 2.1 Knowledge of risk management and strong capabilities and expertise in corporate management.
- 2.2 Integrity, credibility, and general recognition and trustworthiness.
- 2.3 Good knowledge and understanding of the Company's business, products, and services.
- 2.4 Sound understanding of management principles, with good judgment and decision-making skills, and the ability to analyze problems and provide appropriate recommendations.
- 2.5 Creativity, with the ability to express opinions and to listen to the opinions of others.
- 2.6 Ability to devote sufficient time to perform duties as a member of the Executive and Risk Management Committee.
- 2.7 Independence in the performance of duties, with the ability to provide independent, fair, and constructive observations and recommendations.

3. Appointment, Term of Office, and Termination

3.1 Appointment

- 3.1.1 The Board of Directors shall be responsible for selecting and appointing the Chairman of the Executive and Risk Management Committee.
- 3.1.2 The Chairman of the Executive and Risk Management Committee shall select members of the Executive and Risk Management Committee and propose such appointments to the Board of Directors for approval.
- 3.1.3 The Executive and Risk Management Committee shall consist of at least three (3) but not more than seven (7) members, at least one-half of whom must be directors of the Company.
- 3.1.4 The Executive and Risk Management Committee shall appoint the Secretary to the Executive and Risk Management Committee.



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3.2 Term of Office

The term of office of all members of the Executive and Risk Management Committee shall be equal to the term of office of the Chairman of the Executive and Risk Management Committee.

3.3 Termination of Office

3.3.1 A member of the Executive and Risk Management Committee shall vacate office upon the occurrence of any of the following events:

- (a) Completion of the term of office;
- (b) Cessation of directorship of the Company;
- (c) Resignation;
- (d) Death;
- (e) Loss of qualifications for membership of the Executive and Risk Management Committee as stipulated in this Charter;
- (f) Resolution of the Board of Directors to remove such member from office.

3.3.2 In the event that a member of the Executive and Risk Management Committee resigns while still serving as a director or executive of the Company, the resignation letter shall be submitted to the Chairman of the Executive and Risk Management Committee.

4. Meetings

4.1 The Executive and Risk Management Committee shall hold meetings at least six (6) times per year. In necessary or urgent circumstances, any member of the Executive and Risk Management Committee may request that a meeting of the Committee be convened.

4.2 The Chairman of the Executive and Risk Management Committee shall preside over the meetings. In the event that the Chairman is unable to attend a meeting, the members present shall elect one member to act as Chairman of the meeting.

4.3 A quorum of the Executive and Risk Management Committee shall consist of not less than one-half of the total number of Committee members.

4.4 In the event that only two (2) members are present at a meeting, resolutions shall require a unanimous vote.

4.5 Resolutions of the meeting shall be adopted by a majority vote. In the event of a tie, the Chairman of the meeting shall have a casting vote.

4.6 In voting on any matter, any member of the Executive and Risk Management Committee who has an interest in such matter shall abstain from expressing opinions and voting thereon.

4.7 The Secretary to the Executive and Risk Management Committee and any other attendees who are not the Chairman or Committee members shall have no voting rights.

4.8 Minutes of meetings shall be prepared by the Secretary to the Executive and Risk Management Committee or a person assigned by the Committee. Such minutes shall be reviewed and approved by the Executive and Risk Management Committee.



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4.9 The Executive and Risk Management Committee may invite relevant persons, including directors, executives, or employees of the Company, the parent company, and subsidiaries, to attend meetings for discussion, clarification, or to respond to inquiries.

5. Scope of Authority, Duties and Responsibilities

5.1 Authority to Act

- 5.1.1 The Executive and Risk Management Committee shall be entitled to seek advice from external consultants or independent experts, with reasonable expenses incurred, whereby such engagement shall be carried out in accordance with the Company's policies and procedures.
- 5.1.2 The Executive and Risk Management Committee shall have the authority to request information from various departments of the Company, as well as to invite employees, officers, executives, or other persons to attend meetings on relevant agenda items, in order to provide information or opinions for further consideration.
- 5.1.3 In the event that a material risk arises and significantly impacts the Company's operations, the Executive and Risk Management Committee may notify the Chairman of the Executive and Risk Management Committee to convene a meeting in order to report such risk or to seek approval for appropriate actions.
- 5.1.4 The Executive and Risk Management Committee shall have the authority to review the Company's risk management plans to ensure that risk management is implemented in a concrete manner and in accordance with the Company's objectives. The Committee may also provide observations, opinions, and recommendations to the Company's risk management working teams and the internal control and risk management teams of relevant business units, where issues requiring correction, improvement, or development are identified.
- 5.1.5 The Executive and Risk Management Committee shall have the authority to appoint and remove the Secretary to the Executive and Risk Management Committee to assist in the operations of the Committee, and shall notify the Board of Directors thereof for acknowledgment.

5.2 Scope of Duties and Responsibilities

- 5.2.1 To prepare the Executive and Risk Management Committee Charter in alignment with the Company's operational responsibilities, subject to approval by the Board of Directors.
- 5.2.2 To consider and determine policies, directions, strategies, and business risks, including the Company's investment plans and annual budget allocation, and to propose such matters to the Board of Directors for approval.
- 5.2.3 To supervise and oversee business operations to ensure compliance with the policies, directions, strategies, investment plans, and budgets approved by the Board of Directors,



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including the assessment, monitoring, and prevention of risks at an appropriate and acceptable level, and to report thereon to the Board of Directors.

- 5.2.4 To amend or supplement the annual expenditure budget in urgent cases that materially affect normal business operations, and to propose such amendments to the Board of Directors for ratification at the subsequent meeting.
- 5.2.5 To approve expenditures for the procurement of raw materials for production or goods for sale in the ordinary course of business, or deposits for raw materials (on a group basis), for each transaction not exceeding THB 750 million.
- 5.2.6 To approve expenditures for investments in buildings, machinery, equipment, information technology systems, or fixed assets related to ordinary business operations, for each transaction not exceeding THB 50 million.
- 5.2.7 To approve the disposal, cancellation, or dismantling of machinery and equipment.
- 5.2.8 To consider annual dividends or interim dividends and to propose such matters to the Board of Directors for approval.
- 5.2.9 To consider and determine the organizational structure and management authorities of the Company.
- 5.2.10 To arrange for the review and assessment of risks of the Company and its subsidiaries at least once per year, covering both external and internal risk factors, including but not limited to the following areas:
- Strategic risk
 - Operational risk
 - Reporting risk
 - Legal and regulatory risk
 - Fraud risk
- 5.2.11 To regularly monitor and supervise risk management on an annual basis to ensure that risks are managed appropriately in response to circumstances and effectively implemented in practice.
- 5.2.12 To communicate, exchange information, and coordinate on matters relating to risk management and internal control with the Company's Audit Committee.
- 5.2.13 To perform any other duties as assigned by the Board of Directors.
- 5.2.14 To review this Charter and the risk management policies at least once per year, and to propose such matters to the Board of Directors for approval.
- 5.2.15 To prepare a report on the management and oversight of risk by the Executive and Risk Management Committee for disclosure in the Company's Annual Report, which shall be signed by the Chairman of the Executive and Risk Management Committee.
- 5.2.16 To arrange for an annual performance evaluation of the Executive and Risk Management Committee and to report the results of such evaluation to the Board of Directors.



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- 5.2.17 To regularly report the performance and operations of the Executive and Risk Management Committee to the Board of Directors.
- 5.2.18 To consider policies, guidelines, and operational plans relating to corporate sustainability to ensure alignment with sustainable business practices.
- 5.2.19 To review the Company's sustainability policies at least once per year to ensure they remain current, and to propose such policies to the Board of Directors for approval.
- 5.2.20 To consider and approve the sustainability report prior to its disclosure in the Company's Annual Report.

6. Reporting

- 6.1 The Executive and Risk Management Committee shall regularly report its activities to the Board of Directors in order to keep the Board informed of the Committee's operations, including the following:
 - (a) Minutes of meetings of the Executive and Risk Management Committee, clearly stating opinions and considerations on various matters;
 - (b) Reports on activities considered during the relevant reporting period;
 - (c) Any other reports deemed appropriate for the information of the Board of Directors.
- 6.2 The Executive and Risk Management Committee shall prepare an annual report on the performance of its duties for disclosure to shareholders in the Company's Annual Report, which shall include the following details:
 - (a) The number of meetings held;
 - (b) The attendance record of each member of the Executive and Risk Management Committee;
 - (c) The results of the performance of duties in accordance with this Charter.

This Charter shall be effective from 16 December 2025 onwards.

Signature *Signed*
(Mr. Somchai Lekapojpanich)
Chairman of the Executive, Risk Management
and Sustainability Committee

Signature *Signed*
(Mr.Kriengkrai Rukkulchon)
Chairman