

Risk Management and Sustainable Development Committee Charter
Land & Houses Public Company Limited

1. Objective

The Risk Management and Sustainable Development Committee Charter has been established to define the scope of authority, duties, and responsibilities of the Risk Management and Sustainable Development Committee (the “Committee”). The Committee serves as a key mechanism to support the Board of Directors in overseeing the Company’s risk management and sustainable development practices, ensuring alignment with the principles of Good Corporate Governance.

The Committee is delegated by the Board of Directors to perform the following duties:

- 1.1 To oversee risk management to ensure the Company possesses a risk management system that is effective, adequate, and risks are managed within the acceptable risk level (Risk Appetite).
- 1.2 To oversee sustainable development to drive the Company’s sustainable growth, encompassing Environmental, Social, and Governance (ESG) dimensions, as well as economic risks that may affect the ability to conduct business sustainably.

To ensure effective oversight, the Committee shall perform its duties by reviewing and deliberating on various risk-related matters, as well as providing opinions and recommendations beneficial to the Company’s overall risk management and sustainable development.

2. Composition

- 2.1 The Board of Directors shall appoint the Risk Management and Sustainable Development Committee, comprising at least three (3) directors. At least one (1) member must be an Independent Director. The Board may also appoint up to two (2) additional qualified experts possessing relevant knowledge, expertise, or experience.
- 2.2 The Committee shall select one (1) Independent Director to serve as the Chairperson of the Risk Management and Sustainable Development Committee.
- 2.3 The Committee shall appoint one (1) person to serve as the Secretary to the Committee.

3. Term of Office

- 3.1 Committee members who are directors of the Company shall serve for a term concurrent with their term as directors. Upon the expiration of the directorship term, such member shall continue to perform duties as an acting member until the Board of Directors passes a resolution to appoint a replacement.
- 3.2 In the case where the Board appoints a qualified expert who is not a director to serve as a Committee member, such member shall serve a term of two (2) years. Upon the completion of the term, the member shall continue to perform duties as an acting member until the Board of Directors passes a resolution to appoint a replacement.

- 3.3 Committee members who have completed their term may be reappointed by the Board of Directors to resume their position on the Committee.

4. Vacation of Office

A member of the Risk Management and Sustainable Development Committee shall vacate office upon:

- 4.1 Cessation of being a Company Director, or upon completion of the two (2)-year term in the case of an appointed expert
- 4.2 Resignation
- 4.3 Death
- 4.4 Removal by a resolution of the Board of Directors

5. Scope of Authority, Duties, and Responsibilities

5.1 Authority

1. The Committee has the authority to appoint a Risk Management and Sustainable Development Working Team, consisting of Vice President level or above, or other relevant employees.
2. The Committee has the authority to request written information or clarification from various departments, as well as to invite relevant executives and employees to attend meetings to provide explanations or information related to risk management and sustainable development matters, as deemed appropriate by the Committee. Relevant executives and employees are obligated to fully cooperate with the Committee.

5.2 Duties and Responsibilities

1. To define and review policies, objectives, guidelines, and frameworks for enterprise risk management to cover key risks, including Strategic Risk, Financial Risk, Compliance Risk, Operational Risk, Corruption Risk, and sustainability risks related to Environmental, Social, and Governance (ESG), economic risks affecting business sustainability and emerging risks. The policies and objectives shall be proposed to the Board of Directors for approval.
2. To oversee, advise, monitor, and review risk management mitigation plans in conjunction with Key Risk Indicators (KRIs), as well as regularly evaluate and improve risk management processes to ensure that they are adequate, appropriate, and effective. This includes ensuring that risks are managed within the acceptable risk level (Risk Appetite), in accordance with international standards, aligned with the Company's strategy, business plans, and evolving business environment, and fostering a risk-aware culture throughout the organization.
3. To consider, define, review, and improve strategies, objectives, and action plans for sustainable development across ESG dimensions, ensuring alignment with the Company's business operations and international best practices. The Committee shall promote practical implementation and support engagement in sustainable development projects with internal and external parties to create sustainable value for all stakeholders. The strategies and objectives shall be proposed to the Board of Directors for approval.

4. To consider, define, review, and improve strategies, objectives, and action plans related to Climate Change, including the management of climate-related risks and opportunities aligned with international standards and practices. The Committee shall oversee and monitor performance and disclosure to ensure transparency and effectiveness. The strategies and objectives shall be proposed to the Board of Directors for approval.
5. To report on risk management and sustainable development performance, including significant issues beneficial to the Company's business operations, to the Board of Directors.
6. To conduct a self-assessment of the Committee's performance at least once a year.
7. To perform any other duties as assigned by the Board of Directors.

6. Meeting

- 6.1 The Risk Management and Sustainable Development Committee shall convene meetings at least twice a year. Additional meetings may be convened as deemed necessary and appropriate.
- 6.2 A quorum for each meeting shall consist of not less than one-half of the total number of Committee members.

7. Reporting

The Risk Management and Sustainable Development Committee shall report the performance results and any significant risk management and sustainable development matters to the Board of Directors.

The Company shall review and update the Risk Management and Sustainable Development Committee Charter annually, or upon the occurrence of significant events or material changes affecting the Company's operations or business context. The review or amendment of this Charter shall be subject to approval by the Risk Management and Sustainability Development Committee and the Board of Directors. This Charter is effective from January 16, 2026.

Naporn Sunthornchitcharoen
Chairman of the Board of Directors
& Chairman of the Executive Committee