

## Charter of the Audit and Risk Management Committee

### SCG Decor Public Company Limited

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Charter of the Audit and Risk Management Committee for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of the Code of Conduct after the transformation into a public limited company.

The Audit and Risk Management Committee of SCG Decor Public Company Limited (the "Company") is appointed by the Board of Directors to support the Board of Directors in their duties of supervising and inspecting the management, complying with laws, regulations, ethics, policies and other related practices, as well as giving independent opinions and suggestions so that the company's operations are under the framework of good corporate governance to assure stakeholders that the company has an effective internal control system, including to prevent conflicts of interest and to manage and control risks that may affect operations according to business strategies for safety corporate sustainability.

The meeting of the Board of Directors resolved to approve this Charter of the Audit and Risk Management Committee based primarily on the Company's code of ethics, using relevant principles and laws as part to determine the scope of authority and duties of the Audit and Risk Management Committee and to use as guidelines, including for the Board of Directors, executives and management to understand the scope of work of the Audit and Risk Management Committee.

#### 1. Scope of duties

##### Audit aspect

- 1.1 Review the financial reporting system and the disclosure of information in the financial statements in accordance with financial reporting standards by consulting with external auditors and executives responsible for preparing both quarterly and annual financial reports. The Audit and Risk Management Committee may recommend that the company's auditor review or examine any items that are considered important and necessary during the audit of the company's financial statements and promote the development of the financial reporting system to be on par with financial reporting standards.
- 1.2 Consider connected transactions, acquisition or disposal of assets, or transactions that may have conflicts of interest of the company and its subsidiaries in accordance with the law and regulations of the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET) in order to ensure that the transaction is reasonable and of maximum benefit to the Company and its subsidiaries.

- 1.3 Supervise to have an anti-corruption policy that is appropriate and sufficient for business operations and review to have an effective anti-corruption system in line with the guidelines of various regulatory agencies such as the Thai Private Sector Collective Action Against Corruption (CAC), the Thai Institute of Directors Association (IOD), and the National Anti-Corruption Commission, starting with promotion and awareness creation, risk assessment, internal control, creation of preventive work systems, offense reporting, auditing, as well as providing advice and monitoring to ensure compliance with anti-corruption policies, including reviewing evaluation forms on anti-corruption measures as audited and evaluated by the Internal Audit Office.
- 1.4 Review that the company and its subsidiaries have a process to control and monitor operations (Compliance) in accordance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand, the regulations of the Capital Market Supervisory Board, rules, regulations, and other laws related to the business of the company and its subsidiaries.
- 1.5 Review that the company and its subsidiaries have appropriate and effective internal control and internal audit systems in accordance with generally accepted international methods and standards, and consider the "Internal Control System Sufficiency Assessment Form" which The Internal Audit Office has audited and assessed to ensure that the Company and its subsidiaries have an adequate internal control system and presented this to the Board of Directors for consideration.
- 1.6 Supervise the establishment of the Whistleblowing Policy that is appropriate and sufficient for business operations and review the results of corruption investigations, punishments, and determine preventive measures within the organization, including reviewing the internal processes of the company and its subsidiaries of whistleblowing system.
- 1.7 Review the existence of a preventive and beneficial work system for the agency in order to increase efficiency and effectiveness in operations.
- 1.8 Consider selecting, proposing, appointing, or terminating individuals who are independent to act as the company's auditors, propose remuneration for the company's auditors, evaluate the auditor's performance, and approve the services other than audit work or other assurance engagement submitted by the auditor or a member of the firm's auditor's firm or network of offices using the criteria and guidelines established in the Professional Accountants' Code of Ethics or according to the principles that have been established.
- 1.9 Prepare a report of the Audit and Risk Management Committee to present to the Board of Directors' meeting at least once a year and disclose it in the Company's annual report, which must be signed by the Chairman of the Audit and Risk Management Committee and have opinions on various matters according to the regulations of the Stock Exchange of Thailand.

- 1.10 Review, give opinions, expectations, and significant matters on the performance of the Internal Audit Office, and have a meeting with the company's auditor without management attending the meeting at least once a year to receive the quarterly financial statements, annual financial statement audit results, and discuss problems and obstacles that may be encountered from the auditor's work.
- 1.11 Consider and approve the internal audit plan, resources, for instance, budget, technology, personnel of the Internal Audit Office, and significant changes, as well as approve the appointment, appraisal, and removal of the Internal Audit Director or any other unit responsible for internal auditing. Including reviewing the qualifications, roles and responsibilities of the Director of the Audit Office when there are significant changes that may affect the authority and responsibilities, at least once a year.
- 1.12 Consider and approve the charter and the independence of the Internal Audit Office, review and approve the internal audit quality assurance and improvement plans undertaken according to international standards, at least once a year.
- 1.13 In the case where the subsidiary is a listed company on the stock exchange or the subsidiary has an audit committee, supervision according to 1.1 – 1.12 of the subsidiary, as well as companies in the subsidiary's group, will be carried out by the subsidiary's audit committee. The Company's Audit and Risk Management Committee will follow up on the supervision of various reports from the said subsidiary.

#### **Risk Management aspect**

- 1.14 Consider setting policies, strategies, risk management frameworks, risk prevention and management plans, and supervise risk management of the Risk Management Committee, including reviewing risks and the Enterprise Risk Management Framework work processes, control, supervision, operations and information technology and security of information and communication network systems that are effective and consistent with international standards.
- 1.15 Follow up on risk management results, significant issues and information, trends and overall risks, as well as evaluating the efficiency and effectiveness of risk management from the Risk Management Committee. To ensure that risk management is carried out efficiently and effectively, able to identify unexpected risks or crises and be able to reduce losses, damages, and impacts, both in monetary terms or on reputation of the company appropriately and in a timely manner. Considering the level of acceptable risk (Risk Appetite), the ability to practical perform at an appropriate cost, in line with the established guidelines and principles of good corporate governance, and checks and balances.

- 1.16 Review measures and guidelines for managing remaining risks to be at an acceptable level by considering measures that will effectively reduce the opportunity and/or impact of risks that may occur in order to push for the achievement of objectives of the specified organization.
- 1.17 Promote and support communication of the importance of risk management, transfer of knowledge and share experiences of risk management within the organization regularly, and be a role model in risk management for executives to create understanding and cultivate employees to be aware of risk ownership as well as joint risk management under responsible work, especially when significant events or changes occur within the organization, including encouraging the setting of agendas regarding risk in major meetings of the company and its subsidiaries.

**Other aspects**

- 1.18 Arrange for the Audit and Risk Management Committee to evaluate the overall performance of the Audit and Risk Management Committee (As a Whole) and evaluate their own performance (Self-Assessment) on an annual basis, including reviewing the Audit and Risk Management Committee charter at least once a year in order to present it to the Board of Directors' meeting for consideration and approval.
- 1.19 Report progress and performance results to the Board of Directors after the Audit and Risk Management Committee meeting regularly.
- 1.20 Perform any other actions as required by law or as assigned by the Board of Directors and approved by the Audit and Risk Management Committee.

In performing duties within the scope of duties, the Audit and Risk Management Committee has the authority to call and order management, department heads, or employees of the company and related subsidiaries to give opinions, attend meetings, or submit documents as seen that it is relevant and necessary, including seeking independent opinions from any other professional advisors when deemed necessary at the expense of the company, which the hiring process is in accordance with the company's regulations.

The Audit and Risk Management Committee operates within the scope of duties and responsibilities as instructed by the Board of Directors, which the Audit and Risk Management Committee has approved. The Board of Directors is responsible for the Company's operations directly to shareholders, stakeholders and the general public.

In the event that there is a change in the duties of the Audit and Risk Management Committee, the company shall notify the resolution of the change in duties and prepare a list of names and scope of work of the Audit and Risk Management Committee that has changed according to the

form of The Stock Exchange of Thailand and submits to the Stock Exchange of Thailand within 3 business days from the date of such change in accordance with the Stock Exchange's regulations regarding disclosure of information and delivery of documents of listed companies through electronic channel.

## **2. Composition of the Audit and Risk Management Committee**

The Audit and Risk Management Committee has the following components:

- 2.1 The Audit and Risk Management Committee members must be appointed by the Board of Directors.
- 2.2 The Audit and Risk Management Committee must consist of not less than 3 independent directors with appropriate skills and expertise for their assigned missions and must have sufficient knowledge, understanding and experience in accounting or finance to perform their duties at least 1 person can review the reliability of the financial statements.
- 2.3 The Chairman of the Audit and Risk Management Committee may be appointed by the Board of Directors or the Audit and Risk Management Committee.
- 2.4 The Audit and Risk Management Committee shall consider appointing a secretary to the Audit and Risk Management Committee to assist in the operations of the Audit and Risk Management Committee regarding meeting appointments, agenda preparation, meetings, delivery of meeting documents and recording of meeting minutes.

## **3. Qualifications of the Audit and Risk Management Committee**

The Audit and Risk Management Committee must be people who are trusted and generally accepted and can devote sufficient time to perform their duties and have the qualifications to be independent directors according to the definition set forth by the Company in the Board of Directors Charter and Regulations of the Capital Market Supervisory Board and announcements of the Stock Exchange of Thailand.

## **4. Term of office**

The Audit and Risk Management Committee shall have a term in office equal to the term of office as a director of the Company, with the term expiring on the date of the annual general meeting of shareholders on which the term of directorship expires. However, when the term expires, it may be considered for further appointment to the position as the Board of Directors deems appropriate, and to allow the Audit and Risk Management Committee members who have vacated their position at the end of their term to remain in the position to continue performing their duties until a new committee member is appointed to replace the position, except in the case where the term of office of the Company's director has expired but has not been selected to return to the position of the Company's director again.

In the event that the entire Audit and Risk Management Committee resigns from their positions at the expiration of their term, the Audit and Risk Management Committee members who vacate their positions must remain in their positions to continue their work for the time being until the new Audit and Risk Management Committee takes charge.

In addition to retiring from office according to the term mentioned above. The Audit and Risk Management Committee members vacate office their positions when:

- 1) Resignation which will be effective from the date the resignation letter reaches the company.
- 2) Lack of qualifications to be a member of the Audit and Risk Management Committee or an independent director according to this charter.
- 3) The Board of Directors' meeting or the shareholders' meeting resolved to remove him from his position.
- 4) Resign from being a director of the company
- 5) Has died
- 6) Has order to leave by court

Any member of the Audit and Risk Management Committee who wishes to resign from his position must do so in writing to the Chairman of the Board of Directors reasonably well in advance, specifying the reasons so that the Board of Directors can consider appointing another person with complete qualifications to replace the person resigning.

In the event that the Audit and Risk Management Committee members resign or are removed from their positions before the end of their term of office, the company must notify and inform of the resignation letter to the Stock Exchange of Thailand immediately and submit the information to the SEC to update the database in the information system for names of directors and executives to be accurate and truthful. Members of the Audit and Risk Management Committee who have resigned or been dismissed from their positions can explain the reasons for this to the Office of the Securities and Exchange Commission and the Stock Exchange may also know.

In the event that the position of the Audit and Risk Management Committee is vacant for reasons other than retirement at the end of the term, the Board of Directors shall appoint a person who is fully qualified and does not have prohibited characteristics under relevant laws to become a member of the Audit and Risk Management Committee on behalf of the Company within 3 months from the date the number of members is incomplete so that the number of Audit and Risk Management Committee members is complete as required by law and the Board of Directors,

and there is continuity in the work of the Audit and Risk Management Committee, The Audit and Risk Management Committee who replaces the Audit and Risk Management Committee can hold office only for the remaining term of the Audit and Risk Management Committee member he or she replaces.

## 5. Meeting

There shall be a meeting of the Audit and Risk Management Committee at least 4 times a year to consider quarterly/annual financial statements and other matters according to its authority and duties by meeting with external auditors, internal auditors, and management, to review the financial statements every quarter, and report to the Board of Directors or in cases where the management will have connected transactions or transactions regarding the acquisition or disposal of assets which must be considered as appropriate, the reasonableness of the transaction and the highest benefits of the company in order to comply with the rules for conducting connected transactions and the acquisition or disposal of assets as announced by the Stock Exchange of Thailand.

In calling a meeting of the Audit and Risk Management Committee, the Chairman of the Audit and Risk Management Committee or the Secretary of the Audit and Risk Management Committee, by order of the Chairman of the Audit and Risk Management Committee, shall notify the Audit and Risk Management Committee by electronic means or any other means, not less than 3 days before the meeting date, unless specified in urgent cases, the meeting date can be earlier than that. In each meeting, the agenda should be clearly set in advance and the meeting documents should be sent to the Audit and Risk Management Committee and attendees in sufficient time in advance. It is appropriate to allow time to consider various matters or to request additional information for consideration.

In a meeting of the Audit and Risk Management Committee, the Chairman of the Audit and Risk Management Committee or the chairman of the meeting may schedule a meeting via electronic method in which participants who are not in the same location can meet and discuss opinions among each other by following the specified criteria and methods.

The Audit and Risk Management Committee should hold meetings on various matters according to the scope of duties specified in this charter.

The Audit and Risk Management Committee can invite relevant people such as company lawyers, external lawyers and /or other related persons can attend the meeting to discuss, clarify, or answer questions.

## **6. Quorum and Voting**

At a meeting of the Audit and Risk Management Committee, not less than half of the total number of the Audit and Risk Management Committee members appointed by the Board of Directors must be present in order to form a quorum. In the event that the Chairman of the Audit and Risk Management Committee does not attend the meeting or is unable to perform his duties, the Audit and Risk Management Committee members who attend the meeting shall elect one of the Audit and Risk Management Committee members who attend the meeting to be the chairman. At the meeting, the decision of the meeting shall be made by a majority vote.

One member of the Audit and Risk Management Committee has one vote, except that members of the Audit and Risk Management Committee who have an interest in a matter do not have the right to vote on that matter. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

## **7. Minutes of the Audit and Risk Management Committee meeting**

The secretary of the Audit and Risk Management Committee or a person assigned by the Audit and Risk Management Committee is responsible for preparing minutes of the meeting and sending them to the Audit and Risk Management Committee for consideration in advance before approving them on the first agenda of the next meeting and the chairman of the meeting signs to certify the accuracy. The Audit and Risk Management Committee can express their opinions and request amendments to the meeting minutes to be accurate and accurate. However, the meeting minutes must be approved by the Audit and Risk Management Committee and report the results of the meeting on the Audit and Risk Management Committee activities to the Board of Directors meeting to know by the Audit and Risk Management Committee.

## **8. Responsibilities of the Audit and Risk Management Committee**

8.1 After the Audit and Risk Management Committee was made aware of the case where the company's auditor found circumstances that led to suspicion that the Chief Executive Officer and President, or any person responsible for the company's operations had committed an offense according to Section 2 of the Securities and Exchange Act. 281/2 paragraph two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313, the Audit and Risk Management Committee shall conduct an inspection and report the preliminary inspection results to the SEC and the company's auditor within 30 days from the date of notification from the company's auditor.

8.2 In performing the duties of the Audit and Risk Management Committee, if it is found or suspected that there are any of the following transactions or actions that may have a significant impact on the financial position and operating results of the company, the Audit

and Risk Management Committee reports to the Board of Directors to make improvements within the time the Audit and Risk Management Committee deems appropriate.

- (a) Transactions that cause conflicts of interest
- (b) Fraud or abnormalities or significant defects in the internal control system
- (c) Violation of the Securities and Exchange Act, Stock Exchange of Thailand regulations or laws related to the Company's business.

If the Board of Directors or executives do not take corrective action within the time specified by the Audit and Risk Management Committee, any member of the Audit and Risk Management Committee may report such transactions or actions to the SEC or the Stock Exchange of Thailand.

#### 9. Compensation

The Audit and Risk Management Committee shall receive compensation according to the amount approved by the shareholder meeting.

Amended with effect from November 25, 2025

This Charter shall come into force on November 25, 2025.

*- Signed by -*

(Mr. Cholanat Yanaranop)  
Chairman of the Board of Directors