

## Report of the Risk Management Committee for 2025

Dear Shareholders

Osotspa Public Company Limited recognizes and places great importance on risk management as a key factor in maintaining the organization's stability and growth. The Company has established comprehensive policies, objectives, and a risk management framework across the entire organization to effectively manage risks and control their impacts on operations. These risks arise from both internal and external factors, and the Company ensures they remain within controllable or acceptable levels. The Company also oversees an enterprise-wide risk management process in alignment with international standards, emphasizing the development of a strong risk management culture throughout the organization. Risk management is integrated into corporate strategies and operational plans to achieve sustainable growth while creating long-term value for shareholders.

The Board of Directors has assigned the Risk Management Committee (RMC) to carry out its duties in accordance with its Charter, which aligns with the principles of good corporate governance. The RMC is responsible for monitoring risk management progress and providing consultation and recommendations to ensure that operational plans remain effective and capable of responding to risks in a timely manner. The RMC consists of nine members, comprising independent directors, non-executive directors, and senior executives, all possessing the required knowledge, qualifications, and experience to support effective risk management.

1. Mr. Charnporn Jotikasthira Chairman of the Risk Management Committee (Independent Director)
2. Mr. Salin Pinkayan Committee Member (Non-Executive Director)
3. Mr. Niti Osathanugrah Committee Member (Non-Executive Director)
4. Ms. Camille Ma Committee Member (Independent Director)
5. Mrs. Sirivipa Supantanet Committee Member (Independent Director)
6. Mrs. Wannipa Bhakdibutr Committee Member and Chief Executive Officer  
(Retirement on 30 September 2025)
7. Ms. Mookda Pairatchavet Committee Member and Chief Executive Officer  
(Effective on 1 October 2025)
8. Ms. Ratiporn Ratcharoen Committee Member and Group Chief Financial Officer
9. Mr. Nukit Chonlacoop Committee Member and Chief Manufacturing Officer

In 2025, the Risk Management Committee performed its duties, which can be summarized as follows:

1. The RMC held four meetings in 2025 to perform its duties as assigned by the Board of Directors and submitted progress reports to the Board on a semi-annual basis. Furthermore, the RMC held two joint meetings with the Audit Committee to ensure integrated risk oversight. The attendance records are as follows.

Name	Number of meetings attended in 2025	
	RMC	RMC & AC*
1. Mr. Charamporn Jotikasthira	4 / 4	2 / 2
2. Mr. Salin Pinkayan	4 / 4	2 / 2
3. Mr. Niti Osathanugrah	4 / 4	2 / 2
4. Ms. Camille Ma	4 / 4	1 / 2
5. Mrs. Sirivipa Supantanet	4 / 4	2 / 2
6. Mrs. Wannipa Bhakdibutr	3 / 3	1 / 1
7. Ms. Mookda Pairatchavet	1 / 1	1 / 1
8. Ms. Ratiporn Ratcharoen	4 / 4	2 / 2
9. Mr. Nukit Chonlacoop	4 / 4	2 / 2

\* Notes:

- RMC refers to the Risk Management Committee; AC refers to the Audit Committee.
- Mrs. Wannipa Bhakdibutr retired from the position of Chief Executive Officer on 1 October 2025.
- Ms. Mookda Pairatchavet was appointed by the Board of Directors' Meeting No. 7/2025 to serve as Chief Executive Officer, succeeding Mrs. Wannipa Bhakdibutr, who retired from the position, effective from 1 October 2025 onward.

2. Reviewed the Charter of the Risk Management Committee and the Risk Management Policy before submitting them to the Board of Directors for approval and implementation within the Company. The Charter serves as a guideline for the duties, operations, and responsibilities of the Risk Management Committee to ensure proper oversight, risk management, and mitigation of impacts on the Company's business, as assigned by the Board of Directors and in alignment with good corporate governance practices. The Risk Management Policy provides a framework for the Company to manage risks effectively, focusing on the development of tools and processes for continuous risk assessment and monitoring, as well as fostering a risk management culture across the organization to ensure that employees at all levels understand and recognize the importance of systematic risk management.
3. Reviewed the Company's risk management and risk governance processes, covering both internal and external risk factors that may impact the business, to ensure that appropriate and

sufficient control or mitigation measures are in place. Recommendations were provided as guidance for improving and enhancing the risk management process to increase effectiveness and achieve tangible risk reduction. Continuous monitoring and evaluation of the effectiveness of risk control measures were conducted to ensure that the organization can manage risks efficiently and sustainably.

4. Oversaw risks and control measures related to cybersecurity and information security to ensure that the Company has adequate and effective management practices in place to protect information assets and respond to cyber threats, including risks related to sensitive and personal data leakage (in compliance with the PDPA), which could impact on corporate reputation or lead to legal non-compliance. The integration of information systems was also overseen to ensure that systems within the organization operate efficiently and securely. Security measures were established for data transmission and system connectivity in an organized and standardized manner to reduce the risk of cyberattacks or data breaches, which could directly affect business continuity and stakeholder confidence.
5. Oversaw operational risks in the Company's core beverage businesses in Thailand and Myanmar by reviewing business operation plans to manage various uncertainties, such as political instability, obstacles to product importation, changes in business-related regulations, commodity price fluctuations, market downturns, foreign exchange risks, and currency volatility.
6. Reviewed emerging risks arising from changes in the external environment, such as updates to financial reporting standards, changes in the business practices of trading partners, or border conflicts that may impact the business. This review aims to ensure that the Company is prepared to respond to evolving situations in a systematic and continuous manner, with a focus on managing key risks that could affect the Company's operations and long-term sustainability.
7. Supported the promotion and development of a risk management culture (Risk Awareness) within the organization by developing e-learning modules to enhance employees' awareness of risks at all levels. These modules help employees understand the relevant plans and outcomes of various risk-related activities, as well as provide comments and recommendations to further improve the effectiveness of the Company's risk management processes.
8. Supported functional-level risk assessments (Functional Risk Management) and Business Continuity Management (BCM) to ensure that the Company is prepared to respond to risks or incidents that may impact business operations. This includes both post-crisis business recovery and the management of operational process risks, which form part of a comprehensive and

systematic risk management framework. The focus is on maintaining business continuity, enhancing the effectiveness of risk management, and improving operational processes to achieve maximum efficiency. This enables the Company to operate smoothly, remain resilient, and respond promptly to risks arising from both internal and external factors that may affect the organization.

9. Assessed the performance of the Risk Management Committee for the year 2025 through both committee-level and individual self-assessments in accordance with the guidelines of the Stock Exchange of Thailand. The assessment results indicated that the Risk Management Committee performed its duties and responsibilities as specified in its Charter.

The Risk Management Committee affirms its commitment to supporting the Board of Directors in promoting sustainable growth through appropriate and sufficient risk management.

On behalf of the Risk Management Committee



Mr. Charamporn Jotikasthira

Chairman of the Risk Management Committee

# Report of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee for 2025

Dear Shareholders

Pursuant to the Charter of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee (the “NRCSD Committee”) of Osotspa Public Company Limited (the “Company”), the NRCSD Committee shall consist of at least three members, the majority of whom shall be independent directors.

As of 31 December 2025, the NRCSD Committee comprised the following members:

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Somprasong Boonyachai    | Chairman of the NRCSD Committee (Independent Director) |
| 2. General Surapong Suwana-adth | Member of NRCSD Committee (Independent Director)       |
| 3. Ms. Camille Ma               | Member of NRCSD Committee (Independent Director)       |
| 4. Mr. Niti Osathanugrah        | Member of NRCSD Committee (Non-executive Director)     |

The NRCSD Committee is responsible for the following matters in accordance with its Charter:

1. Review the structure and composition of the Board of Directors and its sub-committees, including the appropriate number of directors in alignment with the Company’s business, establish processes and criteria for candidate selection, define qualifications, and screen suitable candidates for directorships in the Company, sub-committees, and top executive positions before presenting them to the Board of Directors and/or the Shareholders’ Meeting for consideration.
2. Establish policies and criteria for determining both monetary and non-monetary remuneration for the Company’s directors and sub-committee members, as well as the compensation structure for top executives, and ensure that such remuneration is appropriate and fair before presenting it to the Board of Directors and/or the Shareholders’ Meeting for consideration.
3. Define policies, propose best practices, and provide recommendations on good corporate governance in the Company’s business operations; establish policies for corporate social responsibility initiatives; promote an ethical corporate culture; and ensure compliance with the Corporate Governance Policy and the Company’s Code of Conduct. In addition, periodically review and update the Corporate Governance Policy and the Code of Conduct to ensure their continued appropriateness before presenting them to the Board of Directors for consideration.

4. Establish strategies, policies, goals, and key performance indicators appropriate for sustainable development; regularly review and drive the integration of sustainability strategies into the Company's business plans; and monitor and evaluate the effectiveness of sustainability initiatives.

In 2025, the NRCSD Committee held a total of 13 meetings, all of which were attended by all members. The Company Secretary served as Secretary to the NRCSD Committee and attended all meetings, except for confidential sessions.

Name	Number of meetings attended in 2025
1. Mr. Somprasong Boonyachai	13 / 13
2. General Surapong Suwana-adth	13 / 13
3. Ms. Camille Ma	13 / 13
4. Mr. Niti Osathanugrah	13 / 13

A summary of the NRCSD Committee's key responsibilities in 2025 is as follows:

1. Consider the selection of individuals for election as directors to replace those retiring by rotation, the nomination and appointment of the Chairman and members of sub-committees, and the structuring and recruitment of top executives to effectively drive the Company's strategies and management. This process includes screening candidates based on their work history, past performance, relevant qualifications, and suitability for the position, as well as assessing potential conflicts of interest (if any), before presenting them to the Board of Directors and/or the Shareholders' Meeting for consideration.
2. Establish criteria for determining remuneration for the Company's directors, sub-committee members, and top executives before presenting them to the Board of Directors and/or the Shareholders' Meeting for consideration. The criteria for directors' remuneration are as follows:
  - 2.1. Consider the determination of remuneration for the Company's directors and sub-committee members to ensure that it is appropriate in relation to their responsibilities. This includes conducting surveys of director remuneration among listed companies in the same industry and with comparable market capitalization to benchmark appropriate remuneration for the Company. The objective is to ensure alignment with good corporate governance principles through transparent disclosure of remuneration policies and criteria that reflect directors' duties and responsibilities.
  - 2.2. Consider policies and establish criteria and structures for determining the remuneration of top executives. Such evaluation is based on performance, achievement against targets, and key performance indicators (KPIs). The remuneration determination process also takes into account

responsibilities, the appropriateness of duties, the scale of the business, and overall economic conditions.

3. Consider and propose criteria for evaluating performance and setting annual targets (KPIs and target setting) for top executives prior to submission to the Board of Directors for approval.
4. Review and provide recommendations on the human resource management plan, including guidelines for developing and monitoring employee retention plans to reduce turnover, as well as succession plans for key executive positions.
5. Appoint an Advisor to the Chairman of the Executive Committee and an Advisor to the Chief Executive Officer for a period of one year (1 October 2025 – 30 September 2026) to ensure a smooth and seamless handover of duties to the new management team.
6. Enhance capabilities and knowledge by encouraging participation in relevant training programs and seminars, whether conducted online and/or onsite, to strengthen competencies and skills through reskilling and upskilling initiatives aligned with respective roles.
7. Instill a performance-driven mindset across all levels of personnel in alignment with the ACT values (Achievement: Delivering Results; Consumer Focus: Winning Customer Trust; and Teamwork: Succeeding as a Team) to enable the Company to achieve business excellence sustainably while adapting to rapid changes. At the same time, the Company remains committed to good corporate governance principles and compliance with the Code of Conduct.
8. Consider the Company's 2025 Sustainability Development Roadmap targets and monitor progress in alignment with Thailand's goals of achieving carbon neutrality by 2050 and net-zero greenhouse gas emissions by 2065, within an appropriate budget framework.
9. Review key policies, including the Corporate Governance Policy, Code of Conduct, Anti-corruption Policy, and other relevant policies, and promote adherence to these policies in the operations of the Company and its subsidiaries, as well as in the conduct of directors, executives, and employees. Continuously enhance corporate governance practices to support the Company's inclusion in global sustainability indices, including S&P Global indices.
10. Provide shareholders with the opportunity to propose agenda items for the 2026 Annual General Meeting and to nominate candidates for election as directors of the Company in advance, during the period from 1 November to 30 December 2025. Such proposals are carefully considered to avoid conditions that may lead to potential discrimination.

11. It was deemed appropriate to hold a meeting of the Non-Executive Directors Committee (NED) to provide an opportunity for non-executive directors to express their views, discuss issues arising, and provide independent opinions on the Company's management without the participation of the executive management. In 2025, one NED meeting was held on 15 October 2025.

During 2025, the NRCSD Committee reviewed its Charter and regularly reported the outcomes of its meetings to the Board of Directors. The NRCSD Committee performed its duties in full compliance with its Charter, exercising due care and independence in providing valuable recommendations to the Board of Directors for the benefit of shareholders and all stakeholders, as appropriate.

On behalf of the Nomination, Compensation, Corporate Governance and Sustainable Development Committee



Mr. Somprasong Boonyachai

Chairman of the Nomination, Compensation, Corporate Governance and  
Sustainable Development Committee