



Risk Management and Sustainability Committee Charter

ALLY REIT MANAGEMENT CO., LTD

ALLY Freehold and Leasehold Real Estate Investment Trust

Risk Management and Sustainability Committee Charter

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Definition	
Company	Means : ALLY REIT MANAGEMENT CO., LTD as the REIT Manager.
REIT	Means : ALLY Freehold and Leasehold Real Estate Investment Trust

Charter of the Risk and Sustainability Management Committee

Objective

The Board of Directors of the REIT Manager has resolved to appoint the Risk and Sustainability Management Committee to support the Board's execution of risk management in accordance with the COSO ERM framework. The Committee is also tasked with integrating sustainability-related risk factors - covering Environmental, Social, and Governance (ESG) aspects - into the risk management practices at both the REIT Manager and the REITs under its management. Furthermore, the Committee will oversee the development of sustainability initiatives aligned with the Sustainable Development Goals (SDGs). In light of this, the Board of Directors has approved the establishment of this Charter.

Composition and Appointment

The Chairperson of the Risk and Sustainability Management Committee shall have the authority to appoint both the Committee Members and the Secretary of the Risk and Sustainability Management Committee, based on qualifications and suitability.

Qualifications

1. The Risk and Sustainability Management Committee members shall be individuals with knowledge, competence, and experience relevant to the business operations of the REIT Manager. They shall also possess expertise in risk management and sustainability as essential qualifications.
2. The Risk and Sustainability Management Committee members shall possess integrity, honesty, and ethical conduct in business operations. They must be able to dedicate sufficient time to perform their duties effectively. In addition, they shall possess the qualifications and must not have any prohibited characteristics as prescribed by applicable laws and the regulations set forth by the Office of the Securities and Exchange Commission (the "SEC").

Meeting management

1. Meetings shall be held at least once a year, with additional special meetings convened as necessary.
2. The Secretary of the Risk and Sustainability Management Committee shall be responsible for recording and preparing the minutes of the meetings, as well as maintaining the minutes and meeting documents in electronic format.



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Roles and Responsibilities

1. Risk Governance
 - 1.1 The Board shall adhere to the principles of the **COSO ERM framework** to ensure that the company's operations comply with the established standards.
 - 1.2 The Board shall conduct **assessment and analysis** to evaluate and analyze the company's expenditures in relation to its REIT management operations.
2. Sustainability Promotion The Board shall focus on integrating a comprehensive real estate platform to promote sustainable growth, with operations aligned with sustainability-related policies.
3. ESG Risk Management The Board shall review and approve key policies for managing Environmental, Social, and Governance (ESG) risks, enabling relevant departments to implement them effectively.
4. Emerging Risk Management The Board shall review and approve the policy for the management of emerging risks, ensuring relevant departments are guided for implementation.
5. Policy Compliance Oversight The Board shall monitor and oversee compliance with the aforementioned policies to ensure that operations are carried out in accordance with related risk and sustainability policies, regulations, requirements, and guidelines.
6. Performance Reporting The Board shall report on risk and sustainability performance at least once a year to monitor and oversee compliance with the established policies.
7. Executive Appointment and Performance Evaluation The Board shall consider and approve the appointment and performance evaluation of executives responsible for risk and sustainability management.
8. Annual Charter Review and Update The Board shall annually review and update the charter of the Risk and Sustainability Management Committee.