

Policy Title	Risk Management Policy
Entity	Bagmane Realty Investment Manager Private Limited (acting as Investment Manager to Bagmane Prime Office REIT)
Approval Date	28 th December, 2025
Approving Authority	Board of Directors of Bagmane Realty Investment Manager Private Limited (acting as Investment Manager to Bagmane Prime Office REIT)

Risk Management Policy

1. Overview:

We acknowledge that the business paradigm is continuously shifting owing to changes in customer expectations, regulatory updates and volatility in the economic environment. Our ability to create sustainable value in this environment is dependent on recognizing and effectively addressing key risks that impact our business. To facilitate this, the board of directors (“**Board**”) of the Bagmane Realty Investment Manager Private Limited (“**Manager**”) has adopted this Policy and shall be responsible for establishing the overall risk strategy and governance framework of the Bagmane Prime Office REIT (“**Bagmane REIT**”).

The Risk Management programme does not aim at eliminating Risks, as that would simultaneously eliminate all chances of rewards/ opportunities. It is instead focused on ensuring that Risks are known and addressed. This Risk Management Policy details the objectives and principles of Risk Management and provides an overview of the Risk Management process, procedures and responsibilities.

2. Applicability:

This Policy has been approved and adopted by the Board and is applicable to the Manager, the Bagmane REIT, the HoldCo and the SPVs (“**Relevant Entities**”).

3. Definitions:

“**Audit Committee**” shall mean the committee constituted by the Board.

“**Board**” shall mean the board of directors of the Manager.

“**Bagmane REIT**” / “**REIT**” shall mean the Bagmane Prime Office Real Estate Investment Trust.

“**Core Team**” shall mean the core team of the Manager as defined in the Investment Management Agreement executed between the Manager and the Trustee dated May 30, 2025.

“**HoldCo**” shall mean Bagmane Developers Private Limited, and such other holding company that shall form part of the Bagmane REIT in the future as defined under the Regulation 2(1)(qa) of the REIT Regulations.

BAGMANE PRIME OFFICE REIT 5th floor, B Block Bagmane Tech Park, 65/2 Bagmane Laurel, C. V. Raman Nagar, Bangalore North, Bangalore- 560093, Karnataka | Tel: +91-80-40329999, Fax: +91-80-40329900 | SEBI REGISTRATION NUMBER: IN/REIT/25-26/0007 | Email reitcompliance@bagmanereit.com

“**Manager**” shall mean Bagmane Realty Investment Manager Private Limited.

“**Mitigation Plans**” shall mean the measures (existing and proposed) to mitigate / monitor / transfer / treat the Risks That Matter.

“**Offer**” shall mean the initial offer of Units to the public by the Bagmane REIT.

“**REIT Regulations**” shall mean SEBI (Real Estate Investment Trusts) Regulations, 2014, as amended from time to time and circulars, guidelines and notifications issued by SEBI from time to time.

“**Relevant Entities**” shall mean the Manager, the Bagmane REIT, the HoldCo and the SPVs.

“**Risk Management Committee**” shall mean the committee constituted by the Board

“**Risk Management Policy**” / “**Policy**” shall mean this risk management policy, as amended from time to time.

“**Risk**” shall mean any event/non-event, the occurrence/non-occurrence of which can adversely affect the objectives/existence of the Relevant Entities. These threats may be internal/ external to the Relevant Entities, may/may not be directly influenced by the Relevant Entities and may arise out of routine/non-routine actions of the Relevant Entities.

“**Risk Management**” shall mean a structured, consistent and continuous process for identifying, assessing, deciding on responses to and reporting on the opportunities and threats that may affect the achievement of the objectives of the Relevant Entities.

“**Risks That Matter**” shall mean key Risks pertaining to the Relevant Entities, typically with significant impact and likelihood. Since these Risks warrant more focus, the Relevant Entities shall document its mitigation strategy for these Risks.

“**SEBI**” shall mean Securities and Exchange Board of India.

“**SPVs**” shall collectively mean Bagmane Rio Private Limited, and Bagmane Green Power LLP and any other special purpose vehicles which may form part of the Bagmane REIT.

“**Trustee**” shall mean Axis Trustee Services Limited or such other trustee as appointed by the Bagmane REIT.

“**Unit**” shall mean an undivided beneficial interest in the Bagmane REIT, and such Units together represent the entire beneficial interest in the Bagmane REIT.

“**Unitholders**” shall mean any person who holds any Unit of the Bagmane REIT.

BAGMANE PRIME OFFICE REIT 5th floor, B Block Bagmane Tech Park, 65/2 Bagmane Laurel, C. V. Raman Nagar, Bangalore North, Bangalore- 560093, Karnataka | Tel: +91-80-40329999, Fax: +91-80-40329900 | SEBI REGISTRATION NUMBER: IN/REIT/25-26/0007 | Email reitcompliance@bagmanereit.com

4. Objectives:

This Risk Management Policy aims at formalizing a process to deal with the most relevant Risks and sets out the responsibilities of the Board, the Audit Committee, Risk Management Committee and the Core Team of the Bagmane REIT and others within the Relevant Entities in relation to the Risk Management of the Bagmane REIT HoldCo and Assets SPVs. This Policy helps to put in place effective frameworks for taking informed decisions about the risks, building on existing management practices and governance structures.

The objectives of Risk Management are to:

- a) Better understand the Risk profile of the Relevant Entities so as to better manage uncertainties which impact the business performance;
- b) Prioritize key Risks of the Relevant Entities which have an impact on the strategic goals of the Bagmane REIT;
- c) Define the appropriate Risk Management approach and Mitigation Plans to manage the Risks That Matter;
- d) Contribute towards efficient usage / allocation of the resources;
- e) Monitor the effectiveness and implementation of the Risk Management approach and Mitigation Plans to optimise operational efficiency; and
- f) Ensure periodic assessment and implementation of good corporate governance guidelines and regulations.

5. The Risk Management Framework

The Risk Management framework encompasses the practices relating to identification, prioritization, mitigation and monitoring of the Risks That Matter for achieving the business objectives. The Risk Management framework seeks to minimize the adverse impact of these Risks, hence enabling the Relevant Entities to leverage the opportunities effectively and enhance its long-term competitive advantage.

The focus is to make Risk Management relevant to business reality and to keep it pragmatic from an implementation perspective. This is done through periodic review meetings of the Audit Committee.

The Risk Management framework outlines the series of activities and enablers that the Relevant Entities deploy to assess, mitigate and monitor Risks. It comprises:

- a) Risk Management process that helps identify, prioritize and manage Risks pertaining to the Relevant Entities; and
- b) Risk Management structure *i.e.* the roles and responsibilities for implementing the Risk Management process.

6. Risk Management Process

Whether Risks are external/ internal to the Relevant Entities, or can/ cannot be directly influenced/ managed, they are addressed by a common set of processes through the Risk Management process. This process is scheduled to be performed:

- a) Annually along with the business planning exercise.
- b) At any point of time on account of significant changes in internal business conduct or external business environment.
- c) When the business seeks to undertake a non-routine transaction (such as an acquisition, stake sale, disposal of Assets, etc.).

The following stages are involved in the Risk Management process:

- a) Establish the context to focus on laying down objectives that the respective Relevant Entity seeks to achieve and safeguard. Risks are identified and prioritized in the context of these objectives.
- b) *Assess (identify and prioritize) risks*, which comprise:
 - i. *Risk identification*: This involves identification of relevant Risks that can adversely affect the achievement of the objectives. Such Risks may, amongst others, be classified into the following:
 - Strategic
 - Operations
 - Financial
 - Legal / Regulatory
 - Human Resources
 - Environmental
 - Natural Disasters, etc.
 - ii. *Risk prioritization*: This involves assessing the relative priority of each Risk to arrive at the key Risks or Risks That Matter. This involves considering the potential impact and likelihood of occurrence of the Risk.
- c) *Mitigate Risks*: This involves designing and implementation of activities that help manage Risks to an acceptable level. It involves assessment of the existing maturity of management processes to mitigate Risks and make improvements thereto. For the Risks that Matter, the Relevant Entities formally defines Risk ownership, mitigation activities, responsibilities and monitoring mechanism and raise awareness about managing such Risks across the organisation.

- d) *Monitor and Report: A formal process to update the Board and the Audit Committee on the Risk profile and effectiveness of implementation of Mitigation Plans.*

7. Risk Management structure

Our Risk Management framework works at various levels across the Relevant Entities. The roles & responsibilities for implementing the Risk Management are as follows:

a) *Monitoring:*

The Board has the overall responsibility for ensuring that a suitable framework for managing Risks of the Bagmane REIT is set up and effectively deployed. On an annual basis, a formal report on Risks That Matter shall be submitted to the Board for their review.

The Board has constituted the Risk Management Committee, and the Board may define the role and responsibility of the Risk Management Committee and may delegate monitoring and reviewing of the Risk Management framework to the Risk Management Committee and such other functions as it may deem fit. Key Responsibilities of the Risk Management Committee are as follows:

- i. assessing Bagmane REIT's risk profile and key areas of risk;
- ii. recommending the adoption of risk assessment and rating procedures
- iii. to ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Bagmane REIT;
- iv. examining and determine the sufficiency of the internal process for reporting on and managing key risk areas;
- v. assessing and recommending to the Board the acceptable levels of risk;
- vi. to keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- vii. assisting the Board in formulating risk strategies, policies, frameworks, models and procedures in liaison with management and in the discharge of its duties relating to corporate accountability and associated risk in terms of management assurance and reporting;
- viii. investigating areas of corporate risk and breakdowns in internal controls, in coordination with the Audit Committee;
- ix. periodically reviewing the enterprise risk management process of the Bagmane REIT;
- x. reviewing and assessing the quality, integrity and effectiveness of the risk management systems and ensure that the risk policies and strategies are effectively managed
- xi. powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary

The Board has delegated the task of overseeing the deployment of the Risk Management framework and process to the Audit Committee. Key responsibilities of the Audit Committee are as follows:

BAGMANE PRIME OFFICE REIT 5th floor, B Block Bagmane Tech Park, 65/2 Bagmane Laurel, C. V. Raman Nagar, Bangalore North, Bangalore- 560093, Karnataka | Tel: +91-80-40329999, Fax: +91-80-40329900 | SEBI REGISTRATION NUMBER: IN/REIT/25-26/0007 | Email reitcompliance@bagmanereit.com

- i. Monitoring and approving the Risk Management framework and associated procedures of the Bagmane REIT;
- ii. Evaluate the operation of the Risk Management programme of the Bagmane REIT;
- iii. Review results of Risk assessments prepared by the management of the HoldCo and the SPVs; and
- iv. Monitor results of Risk Management plans; and
- v. Reviewing and approving the Risk-related disclosures.

The board of directors/ committees of the respective Relevant Entities (excluding the Bagmane REIT) shall be responsible for the monitoring of the Risk Management framework. The Relevant Entities shall submit annual risk assessment reports to their respective board of directors and these boards shall, in turn, submit the reports of the Relevant Entities to the Board.

- b) *Implementation of Risk Management programme:* The department heads of the Relevant Entities are responsible for implementing the Risk Management programme for their respective areas. In this effort, they shall be supported by the office of their respective Chief Financial Officer and Compliance Officer. The Chief Financial Officer and Compliance Officer of the respective Relevant Entity helps and coordinates the roll out of the Risk Management programme across different business units / corporate functions. The responsibility for identifying Risks and implementing Mitigation Plans rests with the departments.
- c) *Independent Assurance:* Internal audit shall be undertaken by the Relevant Entities to review and provide independent assurance on overall effectiveness and efficiency of the Risk Management process. While all Risks cannot be audited, corporate internal audit, external audit, environmental health & safety audit, insurance audit or any other function(s) undertaken by the board of directors/ committees of the Relevant Entities may provide independent assurance on the effectiveness of defined Risk mitigation strategies for certain areas. In addition, these functions through their regular audit/ fieldwork at various levels might identify additional Risks, which will serve as an input for the subsequent Risk identification and definition process.

8. Limitation

The Risk Management framework does not intend to provide complete assurance against failures to achieve business objectives, nor does it provide full assurance against material misstatements, losses, frauds, human errors, misjudgements in decision-making and violations of legislation and regulations.

9. Amendment of the Policy

The Board reserves the right to amend or modify this Policy, in whole or in part, from time to time due to, amongst other things, changes in the risk management regulations / standards / best practices, as appropriate.

BAGMANE PRIME OFFICE REIT 5th floor, B Block Bagmane Tech Park, 65/2 Bagmane Laurel, C. V. Raman Nagar, Bangalore North, Bangalore- 560093, Karnataka | Tel: +91-80-40329999, Fax: +91-80-40329900 | SEBI REGISTRATION NUMBER: IN/REIT/25-26/0007 | Email reitcompliance@bagmanereit.com