



# RISK MANAGEMENT COMMITTEE CHARTER

กฎบัตรคณะกรรมการบริหารความเสี่ยง

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As approved by the board of directors meeting no 9/2023

21 December 2023

Charter

## Charter of the Risk Management Committee

### 1. Objectives

The Board of Directors appointed the Risk Management Committee (RMC) to screen risk management tasks in assistance to the Audit Committee. The Risk Management Committee balances all business units' operation to efficiently manage risk which could either cause "opportunity" or "threat". The Risk Management Committee will specify risk management scope and strategies, assess risk appetite, monitor and report risk issue in time, avoid mistake, reduce unexpected impact, and encourage good corporate governance to be transparent and effective.

### 2. Structure and Qualifications

- 1) The Board of Directors has appointed the Risk Management Committee.
- 2) Risk Management Committee consists of not less than 5 members, including independent directors, directors, executives and / or employees of the Group.
- 3) The Board of Directors shall appoint 1 Risk Management director as Chairman of the Risk Management Committee.
- 4) The Risk Management Committee can appoint 1 employee to act as the Secretary of the Risk Management Committee.

### 3. Term of office

- 1) Each term of office of the Risk Management Committee consists of 3 years. The members of the Risk Management Committee, who are retired from office by rotation, may be reappointed by the Board of Directors for another term.
- 2) The Risk Management Committee shall hold office for a period equal to the tenure of the Company's directors. Therefore, the term of office will end at the Annual General Meeting of Shareholders at the same time as the end of the director's term of office.
- 3) If a position in the Risk Management Committee becomes vacant, the Board of Directors shall elect a person who is qualified and not prohibited by law to become a member of the Risk Management Committee. The term of the newly appointed member of the Risk Management Committee shall be equal to the remaining term of the former director

#### 4. Duties and Responsibilities:

- 1) Supervise and support the implementation of corporate risk management in accordance with business strategies, goals, and changing circumstances.
- 2) Consider and identify significant risks of the Company's business operations such as strategic risk, operational risk, financial risk, compliance risk, and reputational risk as well as new risks that may affect the Company in the long run, consider policy of risk management, risk appetite, risk tolerance, and also conduct risk management manual.
- 3) Communicate risk management policy and manual to all business units as a risk owner, and also provide risk assessment, analyze and review risk of the Company and its subsidiaries regularly by using key risk indicators.
- 4) Supervise risk management plan or risk management process to reduce the impact on the Company's business as well as monitoring, controlling, and evaluating risk management process of each department by providing guidance to mitigate risk to an acceptable level.
- 5) Review the adequacy and efficiency of the risk management system and policy then constantly report to the Audit Committee. Review risk management policy, risk management process, and efficiency of risk management operational plan by reporting to the Board of Directors. In case of significant factors or any event which may significantly affect to the Company, must be promptly reported to the Board of Directors for consideration.
- 6) Have authority to request information from various departments of the Company and its subsidiaries for further consideration in regard to risk management and may invite related persons to attend the meeting to clarify and provide information as the risk management committee deems appropriate.
- 7) Communicate, exchange information, and coordinate about risks and internal control with the Audit Committee.
- 8) Appoint a working group to assist in performing risk management tasks as necessary and appropriate.
- 9) Review and revise the risk management manual annually to be up-to-date and appropriate for the business environment.
- 10) Support and develop risk management including tools continuously at all levels of organization to be effective as well as promoting risk management culture in the organization.
- 11) Perform any other duties related to risk management as assigned by the Board of Directors.

## 5. The Meeting

- 1) The Risk Management Committee shall convene in at least 4 meetings a year and has the authority to conduct additional meetings as deemed necessary.
- 2) The Chairman of the Risk Management Committee shall act as the Chairman of the meeting. If the Chairman of the Risk Management Committee is not presented at the meeting or is unable to perform his duties, the Risk Management Committee at the meeting shall elect a director to act as the Chairman of the Risk Management Committee at such meeting.
- 3) The agenda and supporting documents for the meeting should be delivered to the Risk Management Committee in advance before the meeting date. In the event of any necessity or urgency, the meeting can be called and arranged by other means or the meeting date can be set earlier.
- 4) The quorum of the Risk Management Committee meeting shall be constituted by not less than 50% of the members, who must be presented.
- 5) The resolution of the Risk Management Committee meeting shall be supported by simple majority vote with each member having 1 vote. In the event of any non-splitting votes, the Chairman shall have the decisive vote. Members who have a conflict of interest will not participate in that agenda.

## 6. Reporting

- 1) The Risk Management Committee shall report the performance and other advice to the BOD Committee after each meeting or as deemed appropriate.
- 2) In conducting their duties, should the Risk Management Committee finds or have reason to suspect any transactions or actions which may have a significant impact on the financial position and performance of the Company, the Risk Management Committee shall report to the Audit Committee and the Board of Directors respectively to amend such transaction or action within the appropriate time.
- 3) Prepare and publish the past year's performance report of the Risk Management Committee to shareholders in the annual report which must include the following details:
  - (1) Number of meetings in that year.
  - (2) Number of attendance of each Risk Management Committee
  - (3) The performance of the RMC's duty as imposed by the Charter.

**7. Reviewing and update the charter**

The Risk Management Committee must review and propose any changes to this Charter as it deems appropriate to the Board for its approval annually.

**8. Performance Evaluation**

The Risk Management Committee will evaluate the Risk Management Committee's performance and report results of assessment to the Board of Directors every year at least once a year.