



Risk Management Sub-Committee Charter *(Revised Edition 2024)*

1. Introduction

To align with the Good Governance Policies of the Company and the Corporate Governance Principles of the Stock Exchange of Thailand (SET) regarding risk management and corporate oversight, the Board of Directors has established the Risk Management Sub-Committee as a specialized subcommittee. This subcommittee is responsible for performing specific duties as assigned by the Board of Directors' meeting No. 6/2004, held on August 10, 2004.

2. Objectives

- 2.1 To define the framework, scope, authority, and accountability for risk management within the Company.
- 2.2 To ensure that the Company's risk management practices are implemented across the organization, reducing the likelihood and impact of internal and external risks to an acceptable level. This includes recommendations for an effective internal control system covering strategic, operational, financial, and regulatory risks.
- 2.3 To promote business operations that align with corporate objectives while ensuring stability, growth, and sustainability for the Company.

3. Composition and Qualifications

- 3.1 The Risk Management Sub-Committee shall be appointed by the Board of Directors, consisting of senior executives and representatives from each business unit or department, covering all units within the organization.
- 3.2 Members must have expertise in risk management, business operations, or relevant fields that significantly impact the Company's business.
- 3.3 Members must be able to dedicate sufficient time to fulfill their responsibilities in the Risk Management Sub-Committee.

4. Appointment, Term of Office, and Termination

4.1 Appointment

- 4.1.1 The Board of Directors is responsible for appointing the Risk Management Sub-Committee.
- 4.1.2 The Board of Directors shall appoint a Chairman of the Risk Management Sub-Committee from among the committee members designated in Section 4.1.1
- 4.1.3 The Risk Management Sub-Committee shall appoint a Secretary from among the committee members or a company employee to serve as the committee secretary.



4.2 Term of Office

4.2.1 Members of the Risk Management Sub-Committee shall serve a three-year term, effective from the date of appointment, unless otherwise specified by the Board of Directors.

4.2.2 Members completing their term may be reappointed with Board of Directors' approval.

4.2.3 If a committee member can no longer fulfill their duties, causing the committee to have an insufficient number of members, the Board of Directors shall appoint a replacement from the relevant business unit within three months. If the departing member completes their term, the new appointment shall be based on the outgoing member's role to ensure continuity.

4.3 The Risk Management Sub-Committee member's position shall be terminated under the following conditions:

- Resignation from the executive or employee
- Board of Directors' resolution to remove the member
- Voluntary resignation
- Death
- Failure to meet the required qualifications for serving on the committee

5. Authority, Duties, and Responsibilities

5.1 Authority of the Risk Management Sub-Committee

5.1.1 The Risk Management Sub-Committee has the authority to request executives or employees to provide explanations or present information regarding risk-related matters. The committee may also invite relevant executives or employees to attend meetings to provide clarification or updates on risk management issues.

5.1.2 The committee has the authority to assign responsibilities to relevant executives, business units, or operational teams as necessary to ensure effective execution of risk management policies and practices.

5.1.3 The committee has the authority to oversee the Company's risk management plan, ensuring that risk management is effectively integrated into standard business operations. The committee may also provide comments, feedback, and recommendations to the Risk Management Working Team and internal audit department regarding areas that require improvement or enhancement.



5.2 Duties and Responsibilities of the Risk Management Sub-Committee

- 5.2.1 Act as a representative of the Board of Directors in overseeing risk management activities within the Company.
- 5.2.2 Define and review the company's risk management framework, charter, policies, and guidelines at least annually to ensure their relevance, effectiveness, and alignment with the company's business strategy and changing risk landscape.
- 5.2.3 Monitor, review, and support the implementation of anti-corruption measures as part of the company's corporate risk management policies, ensuring effective risk assessment and mitigation strategies.
- 5.2.4 Assess and determine the company's acceptable risk levels (Risk Appetite).
- 5.3.5 Review and approve risk assessment results, risk control measures, and additional risk management plans to ensure the company has an adequate and appropriate risk management framework that remains relevant and effective over time.
- 5.3.6 Monitor, oversee, and support the implementation of enterprise risk management (ERM), ensuring its integration into the company's business processes and corporate culture. Continuously improve risk prevention measures so that risks remain within the acceptable threshold and align with the company's current business operations.
- 5.3.7 Report on significant organizational risks, including risk causes, mitigation plans, risk recovery strategies, and risk management progress, to the Audit Committee and Board of Directors on a regular basis.
- 5.3.8 Perform other duties as assigned by the Board of Directors.

6. Meetings and Decision-Making

- 6.1 The Risk Management Sub-Committee shall meet at least once per quarter.
- 6.2 For each meeting, at least half of the committee members must be present to form a quorum, and the Chairman of the Risk Management Sub-Committee shall preside over the meeting.
- 6.3 The Chairman may call additional meetings if necessary, especially if requested by any committee member to discuss urgent or critical risks.
- 6.4 The Risk Management Sub-Committee may invite external experts or stakeholders to provide insights or relevant data in discussions on risk-related matters.



7. Reporting on Performance

- 7.1 The Risk Management Sub-Committee shall submit risk management reports to the Audit Committee and the Board of Directors on a regular basis. This ensures that these committees are well-informed of significant risks affecting the company and the potential risk factors that may impact the organization in the future.
- 7.2 The Risk Management Sub-Committee shall disclose risk management-related duties to shareholders in the Company's annual report.

8. Review of the Risk Management Sub-Committee Charter

The Risk Management Subcommittee is a specialized subcommittee responsible for specific matters. It shall conduct a self-assessment of its performance and report the results to the Audit Committee and the Board of Directors once a year. Additionally, any challenges or obstacles that prevent the achievement of its objectives (if any) shall be reported to the Audit Committee and the Board of Directors for their acknowledgment.

9. Other Provisions

In any case not specified in this charter, the Risk Management Subcommittee shall exercise its discretion in applying generally accepted risk management standards and guidelines as appropriate to each specific situation.

10. Effective Date

This Charter of the Risk Management Sub-Committee was reviewed and approved by the Board of Directors in Meeting No. 4/2024, held on August 8, 2024, and shall take effect immediately.

(Mr. Sanan Angubolkul)
Chairman