# (Translation from Thai text)

## Charter of The Risk Management and Corporate Governance Committee

The Risk Management and Corporate Governance Committee, consisting of at least 5 directors and executives, was established in accordance with the Board of Directors' Resolution No. 1/2018 on February 22, 2018. The Company recognizes the importance of developing a Systematic Risk Management System within the organization, which is one of the important tools of the Group of Companies' management and to support the Group of Companies' operations in accordance with Good Corporate Governance (GCG) Principles and to increase the confidence of shareholders, investors and all stakeholders, adding value and promoting sustainable growth of the Group of Companies, as well as achieve the established Corporate Governance Policy. The meeting is scheduled or convened at least once a year, as deemed appropriate.

## Scope, Duties, and Responsibilities of the Risk Management and Corporate Governance Committee.

## Scope, Duties, and Responsibilities of The Risk Management

- 1. Review and Propose Risk Management Policy and Framework to the Board of Directors for approval.
- 2. Review and Approve Risks Appetites, and present to the Board of Directors for acknowledgement.
- 3. Supervise Corporate Governance, continuous development, and compliance with Management Policy and Framework to ensure that the Group of Companies' Risk Management System is effective and constantly monitored throughout the organization.
- 4. Review Risk Management Reports to monitor material risks and take steps to ensure that the Organization's Risk Management is adequate and appropriate.
- 5. Coordinate with the Audit Committee on key risks and have an Internal Audit review to ensure that the Company has an appropriate Internal Control System for Risk Management, including the implementation of an appropriate and consistent Risk Management System throughout the organization.
- 6. Regularly report to the Board of Directors on Risk Management and Key Risk Mitigation Strategies.
- 7. Provide guidance and consultation to the Risk Management Working Group, as well as consider the best approach to editing information related to Risk Management System Development.
- 8. Consider forming Risk Management Working Groups as needed and defining roles and responsibilities to achieve the objectives.
- 9. Perform any other Risk Management-Related Tasks assigned by the Board of Directors.

#### Scope, Duties, and Responsibilities of The Corporate Governance Committee.

- 1. Propose the Group of Companies' Corporate Governance Policy and Code of Business Ethics to the Board of Directors for approval.
- 2. Monitor and supervise to ensure that the Company complies with The Good Corporate Governance Policy and The Code of Business Ethics.
- 3. Review the Group of Companies' Good Corporate Governance Policy and Code of Business Ethics Policy on a regular basis to ensure compliance with international guidelines or relevant authorities, and propose to the Board of Directors for approval.
- 4. Consider proposing the Code of Best Practices to the Board of Directors and other subcommittees.
- 5. Promote the dissemination of Good Corporate Governance Culture to ensure that it is understood and effectively implemented at all levels.
- 6. Perform any other duties as assigned by the Board of Directors.

## Terms of office of the Risk Management and Corporate Governance Committee.

The Risk Management and Corporate Governance Committee shall serve a three-year term. A member of the Risk and Corporate Governance Committee who retires by term of office may be reappointed. If a position on the Risk Management and Corporate Governance Committee becomes vacant for any reason other than the expiration of the term, the Board of Directors shall appoint a fully qualified person to be a member of the Risk Management and Corporate Governance Committee in order to maintain the number of members as determined by the Board of Directors. The person who becomes a member of the Risk Management and Corporate Governance Committee of the Risk Management and Corporate Governance Committee he remainder of the term of office of the Risk Management and Corporate Governance Committee he replaces.

## Meeting of the Risk Management and Corporate Governance Committee.

- 1. The Risk Management and Corporate Governance Committee Meeting is scheduled at least once a year, with additional special meetings as needed, and Directors are required to attend all Committee meetings, except for special reasons.
- 2. The Chairman of the Risk Management and Corporate Governance Committee presides over the meeting. In the event that the Chairman is unable to attend or perform his duties, the Risk and Corporate Governance Committee members in attendance shall elect one director to chair the meeting.
- 3. The Company has a predetermined agenda and a regular follow-up agenda.
- The Company shall send the meeting invitation letter, along with the agenda and documents, at least
  3 days before the meeting to allow the Committee sufficient time to review the information before attending the meeting.
- 5. The resolution must be passed by a majority of votes. Before considering any agenda item in the meeting where directors have a conflict of interest or relevant interests, directors with interests must leave the meeting to allow the meeting to discuss freely and refrain from expressing opinions or voting on such issues.
- 6. The Risk Management and Corporate Governance Committee Secretary has written the Minutes of The Meeting, and the previous Minutes of The Meeting, certified by the Risk Management and Corporate Governance Committee, are available for review by the Risk Management and Corporate Governance Committee and related parties.
- 7. The Risk and Corporate Governance Committee may invite relevant parties to attend the meeting to clarify the facts.

## **Reporting:**

The Risk Management and Corporate Governance Committee reports to the Board of Directors.