

## **Risk Management Committee Charter**

The Risk Management was appointed by the Board of Directors held on 16 December 2015 to assist the board in overseeing and monitoring rule according good corporate governance, and perform their duties legally and entirely.

### **1. Objective**

To oversee the enterprise risk management to be systematic, continuous, efficient and effective according to the company's strategic plan and risk management policy.

### **2. Quality of the Director**

- 2.1 The Risk Management Committee shall comprise of no fewer than 3 members that would be appointed and removed by The Board of Directors' meeting.
- 2.2 Risk Management Committee should be competent with skills and extensive experience to benefit the Company's risk management.

### **3. Term of office**

- 3.1 Directors would be appointed by the Board of Directors' meeting
- 3.2 Vacation
  - 3.2.1 Retire
  - 3.2.2 Apart from vacation office from 3.2.1, the committee shall vacate office upon;
    - (1) Death
    - (2) Resignation
    - (3) Being disqualified
    - (4) Being removed by a resolution passed by the Executive Board
  - 3.2.3 In case the office of the Risk Management Committee becomes vacant, the Risk Management Committee vacancy are still acting till the Board of Directors appoint the new Risk Management Committee
- 3.3 Term of office
  - (1) The Committee shall have a term of 3 years.
  - (2) Such director shall remain in office only for the remaining term of office of the director he replaces.
  - (3) The Committee vacating the office on due term may be re-elected.

### **4. Duties and Responsibilities**

- 4.1 Assessing, determining, reviewing and presenting risk management policy and framework to the Board of Director for approval.
- 4.2 Regulating and supporting risk management process to be in line with strategy and business goal including changing situations.
- 4.3 Coordinating with the Audit Committee about significant risk factors to ensure that the company has an appropriate internal audit system to manage possible risk and system must be adopted throughout the organization.
- 4.4 Continually reporting to the Board of Directors on significant risks and risk management solution.
- 4.5 Recommending and advising the Sub-Risk Management Committee and / or the parties concerned or the relevant working committees about significant risk and risk management as well as evaluate the appropriate means to improve various databases that are related to the development of risk management solutions.
- 4.6 The Risk Management Committee has to hold a meeting when seen as appropriate or at least 1 time a year.

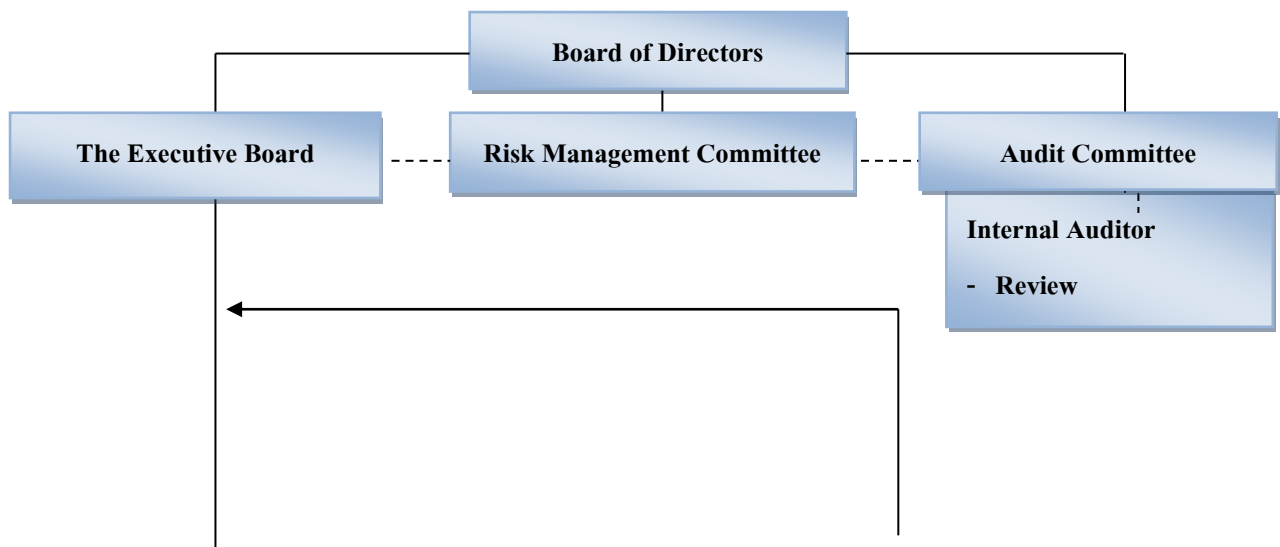
4.7 Executing other activities that pertain to risks management as assigned by the Board of Directors.

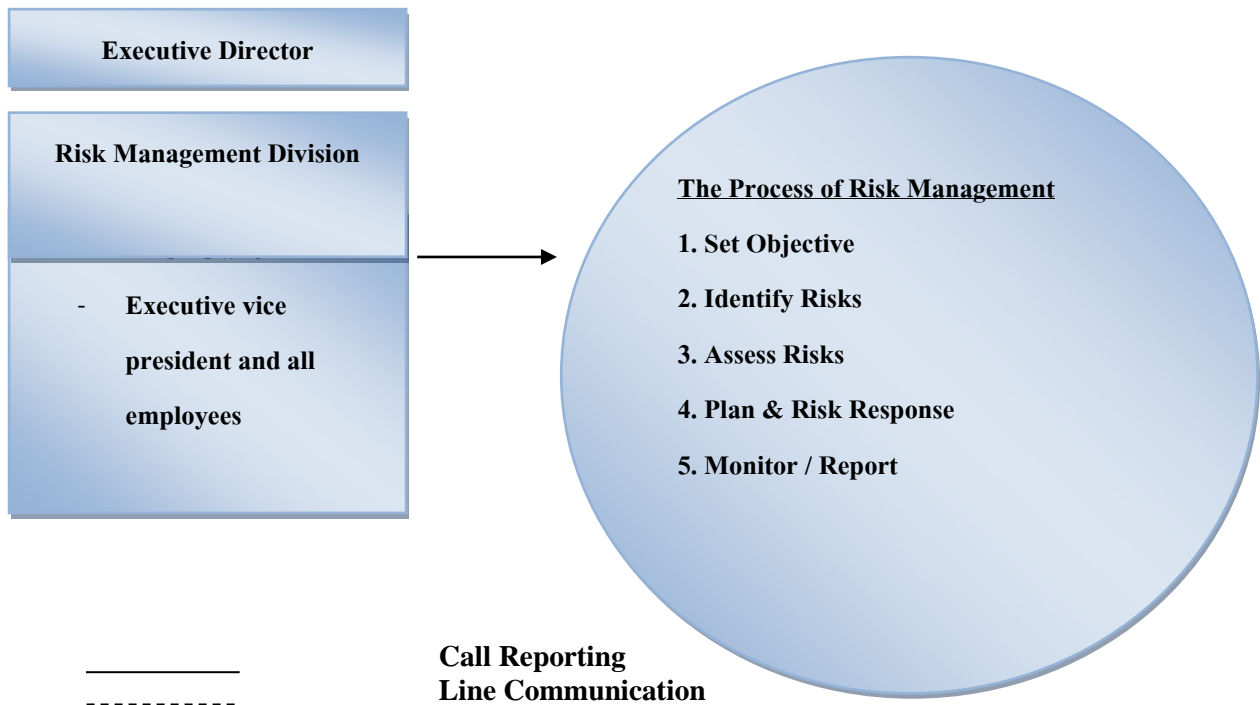
**5. Reporting**

5.1 The Committee should report important operations to the Board of Directors.

This Charter shall come into force as from 16 December 2015

**The Organization's Risk Management Structure**





### The duties and responsibilities of the organization's risk management structure

| ผู้เกี่ยวข้อง             | Duties and Responsibilities  |
|---------------------------|--|
| Board of Directors        | <ul style="list-style-type: none"> <li>- To oversee that the risk management to ensure risk management policy in enterprise have been implemented effectively and consistently.</li> <li>- To approve Risk Appetite and other Risk management policy</li> <li>- To understand the company's key risks and ensure that executives can manage all risks to be in risk appetite and not exceed the risk tolerance</li> <li>- Support Company's risk management culture and Internal control with effectiveness and efficiency.</li> </ul> |
| Audit Committee           | <ul style="list-style-type: none"> <li>- To review the risk management framework and suggest how to improve it to ensure that the risk management framework is appropriate.</li> <li>- To review the work process to ensure that the management has effective and efficient risk management and internal control processes เพื่อให้มั่นใจว่าผู้บริหารมีกระบวนการจัดการบริหารความเสี่ยงและระบบการควบคุมภายในอย่างมีประสิทธิภาพและประสิทธิผล</li> </ul>  |
| The Executive Board       | <ul style="list-style-type: none"> <li>- Present policy, strategy or business plan of the company.</li> <li>- Ensures that the company has good internal control system and compliance with internal control.</li> <li>- Support Company's risk management culture and Internal control with effectiveness and efficiency.</li> </ul>  |
| Risk Management Committee | <ul style="list-style-type: none"> <li>- Review and propose risk management policy and risk appetite to the Board of Directors for approval.</li> <li>- To oversee that the Company's develop and compliance the Risk Management framework.</li> <li>- Review the Risk Management reports and</li> </ul>   |

| ผู้เกี่ยวข้อง   | Duties and Responsibilities   |
|---|---|
|   | <p>periodically follow up on major risks and make sure that the Company has managed risks appropriately and with efficiency.</p> <ul style="list-style-type: none"> <li>- Submit to the Board of Directors, a report of overall risk exposure to the Company including review whether the internal audit system is appropriate to manage exposure from major risks.</li> <li>- Give advice to all division department of the risk management sector, consider and resolve development system of the risk management.</li> </ul> |
| Internal Audit  | <ul style="list-style-type: none"> <li>- To oversee and to ensure that the key risks management is effective and effective.</li> <li>- To oversee and to ensure that the risk assessments are reliable and the risk. management is in accordance with the risk management framework and policies.</li> </ul>  |
| Executive Director  | <ul style="list-style-type: none"> <li>- To implement the risk management policies and framework throughout the company and to ensure the continuous effective risk management.</li> <li>- To develop, monitor and update the company's risks including the risk management progress and report them to the Risk Management Committee.</li> </ul>   |
| Risk Management Division  | <ul style="list-style-type: none"> <li>- Presents the results of the risk analysis and risk management plan to Risk Management Committee.</li> <li>- Propose action company's risk management to Risk Management Committee.</li> <li>- Coordination between the agencies involved.</li> <li>- Coordination with the Internal Audit to share knowledge and information about the risks that may affect on the company.</li> </ul>  |
| <p>Risk Owner include</p> <ul style="list-style-type: none"> <li>- Executive Vice President</li> <li>- All employees</li> </ul> | <ul style="list-style-type: none"> <li>- To establish risk management framework and identify risks of their own divisions and to determine the risk appetite and the risk tolerance according to the company's risk management policy.</li> <li>- To prepare risk management plan to use in each unit of risk.</li> <li>- To educate the risk management to the company's staff in order to develop the company's risk management culture</li> </ul>  |