



บริษัท ทีซีแอล จำกัด (มหาชน)
TTCL PUBLIC COMPANY LIMITED

COMPANY REGISTRATION NO. 0107551000185 (HEAD OFFICE)
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TTCL Public Company Limited
Charter of Risk Management Committee

TTCL Public Company Limited has realized an importance of risk management as essential factor to promote an achievement of company objectives and goals, compliance with applicable law and standards, adding value to the Company, shareholders and stakeholders.

The President & CEO proposed the qualified persons for being Risk Management Committee to the Board of Directors for approval at Board of Directors Meeting No. 4/2010 held on November 12, 2010.

The Risk Management Committee therefore initiates this Risk Management Committee Charter to specify the scope of duties, authority, responsibilities and practice guidelines for the Risk Management Committee as follows:

1. Scope, Authority and Responsibility

- 1.1 Determine risk management policy and framework that align with international standard, consistent with business objectives, goals, strategy and risk appetite. The policy and framework shall be reviewed annually.
- 1.2 Oversee risk management activities which perform to identify risk by account for internal and external factors that could affect to an achievement of company's objectives. The appropriate risk management measure shall be determined by considering for risk prioritization based on impact and likelihood evaluation.
- 1.3 Appoint working group to perform assigned risk management activities and report to Risk Management Committee.
- 1.4 Support risk management system to be implemented throughout the organization with continual improvement.
- 1.5 Continually monitoring and evaluate risk management result.
- 1.6 Report its performance to the Board of directors and provide a report to shareholders in Annual Report.

2. Committee and Qualification

- 2.1 Being a Company Director or Management or Expert.
- 2.2 The Risk Management Committee shall consist of one member who must be Independent Director.
- 2.3 The chairman of Risk Management Committee must be Independent Director who is experienced and fully qualified as per the notifications of the Capital Market Supervisory Board.
- 2.4 The Risk Management Committee consist of Director and Management at least five (5) persons which shall be appointed by the President & CEO and approved by Board of Directors.

3. Term of the Appointment

A member of the Risk Management Committee shall be appointed for a term of three (3) years ended at 31st December.

A member who vacates his/her office at the end of the term may be re-elected no more than 2 times consecutively unless the President & CEO or Board of Directors shall have other opinions.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 3.1 Death
- 3.2 Resignation
- 3.3 Disqualify under this charter or rules and regulations promulgated SET or SEC.
- 3.4 Terminate by the President & CEO or Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company 30 days in advance. So that, the President & CEO shall consider appointing another person who has appropriate qualification to fill in vacancy and to be reported to the Board of Directors.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed.

In case the member vacates office due to other reasons during the term of appointment, the President & CEO shall appoint new member within 90 days to hold the office only for the remaining term.

4. Meeting

- 4.1 The Risk Management Committee shall hold the meetings at least four (4) times a year as necessary and appropriate manner.
- 4.2 In calling the meetings, the Chairman of Risk Management Committee or Secretary of the Risk Management Committee who is instructed by the Chairman shall send invitation letter to all members 7 days in advance. Except in an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.
- 4.3 With reference to the Article of Association of the Company; Chapter 9 Electronic Meeting, the meeting of Risk Management Committee, in addition to the meeting holding in accordance with the procedures provided by the respective law and this charter procedure rules, the Chairman of Risk Management Committee may determine that the meeting be organized through electronic means in accordance with the laws. Such electronic meeting shall have the same effect as a meeting held in accordance with the procedure provided by the law and this charter rules.

5. Quorum

- 5.1 At least one – half of the members must present in the meeting to form a quorum. In case of the Chairman of Risk management Committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as chairman of the meeting.
- 5.2 Consent in the meeting shall be made by majority vote.
- 5.3 Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case there is a tie vote, the Chairman can vote in the affirmative to adopt the motion.
- 5.4 Consent of the Risk Management Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

6. Remuneration

The President & CEO through the Nomination & Remuneration Committee proposed the remuneration of the Risk Management Committee to the Board of Directors for approval as deems appropriate.



7. Management Responsibilities

The manager or management and executive shall be responsible for document preparing, data gathering, activity monitoring, and reporting matters to the Risk Management Committee.

This Charter of Risk Management shall be effective from May 8, 2023 onwards.

-Signed-

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(Mr. Suvit Manomaiyanon)

Chairman of the Risk Management Committee

-Signed-

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(Mr. Wanchai Ratinthorn)

President & CEO