



# **Sammakorn Public Company Limited**

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## **Risk Management Committee Charter**

**Revision 2024**

**Sammakorn Public Company Limited**  
**Risk Management Committee Charter**

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The Board of Directors had resolved to establish the Risk Management Committee on 18 December 2002 as a significant part of being good corporate governance and issued the “Risk Management Committee Charter” according to the rules of the Stock Exchange of Thailand with the following requirements:

**1. Scope of Authority**

The Risk Management Committee members shall have the following authorities.

- 1.1 Determine the policies and rules of risk management under the international principles and rules of the Stock Exchange of Thailand and propose to request the approval of the Board of Directors.
- 1.2 Determine the risk management measures with the appropriate risk prevention and management measures.
- 1.3 Determine the risk assessment and early warning system.
- 1.4 Regularly govern every work unit to manage risks according to the determined principles.
- 1.5 Govern compliance with the related laws and requirements.
- 1.6 Prepare the risk management report at least every quarter on the matter of the risk factors, risk likelihood, guidelines for risk management, and impact expectations.
- 1.7 Take other actions entrusted by the Board of Directors.

**2. Composition of the Risk Management Committee**

The Risk Management Committee shall compose of:

- 2.1 The Risk Management Committee members must be appointed by the Board of Directors.
- 2.2 The Risk Management Committee must comprise of not less than 3 directors. The Risk Management Committee shall select a Risk Management Committee member to be the Chairman of the Risk Management Committee and shall appoint a Secretary of the Risk Management Committee.

Furthermore, the Risk Management Committee shall appoint a Working Group to oversee the risk management works, where the Managing Director is the Chairman of the Working Group and appoint a Secretary of the Working Group.

**3. Qualifications of the Risk Management Committee**

The Risk Management Committee members shall possess the following qualifications.

- 3.1 The Risk Management Committee members must possess thorough knowledge and understanding of the entity's risk management.
- 3.2 The Risk Management Committee members can independently function and comment or report the performance as entrusted by the Board of Directors.

#### **4. Term of Office**

The term of office of the Risk Management Committee members is 3 years per term. The Risk Management Committee members who retire by rotation may be reappointed.

Other than the retirement by rotation aforementioned, the Risk Management Committee members retire upon:

- 4.1 death;
- 4.2 resignation;
- 4.3 disqualification of being the Risk Management Committee member under this Charter or the rules of the Stock Exchange of Thailand;
- 4.4 resolution of the Board of Directors for retirement.

Any Risk Management Committee member who will resign from the office shall submit the Resignation Form to the Chairman of the Board of Directors and the Board of Directors shall be the approver.

In the event that all members of the Risk Management Committee retire, the retiring members must remain on duty to ensure continued operations until a new Risk Management Committee is appointed and assumes office.

In the case where a vacancy on the Risk Management Committee arises for reasons other than the regular rotation of office, the Board of Directors shall appoint a suitably qualified individual to fill the role, thereby maintaining the Committee's full membership as determined by the Board. The replacement member will serve for the remainder of the term of the member they are replacing.

#### **5. Meeting**

The Risk Management Committee's Meeting shall be at least quarterly held.

The Chairman of the Risk Management Committee or the Secretary of the Risk Management Committee by the order of the Chairman of the Risk Management Committee shall deliver the Invitation to the Meeting to the Risk Management Committee members not less than 7 days before the meeting date. Unless in the case of exigency, the meeting appointment will be notified by other means, or the meeting date can be early scheduled.

The Risk Management Committee should hold the Meeting on the matters under the scope of authority.

## **6. Quorum**

In the Risk Management Committee's Meeting, the number of Risk Management Committee members, not less than half of the total number of the members, appointed by the Board of Directors, shall attend the Meeting to meet a quorum.

In the case where the Chairman of the Risk Management Committee is absent in the Meeting or unable to function, the Risk Management Committee members who attend the Meeting shall select a Risk Management Committee member to be the Chairman of the Meeting.

A majority vote shall be adhered to in the final judgement of the Meeting.

Each member of the Risk Management Committee has one vote. However, members are not entitled to vote on matters in which they have an interest. In the event of a tie, the Chairman of the Meeting has the deciding vote.

The Risk Management Committee can pass resolutions without convening a meeting, provided every member sign to certify these resolutions. Such resolutions are considered as valid as if they were made in a formal meeting.

## **7. Remuneration**

The Company's Nomination and Remuneration Committee shall determine the remuneration and then propose to the Board of Directors for approval to be proposed to the Shareholders' Meeting for approval.

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Remark: Revision No. 3 under the resolution of the Board of Directors' Meeting No. 1/2024 on 20 February 2024.