

## Risk Management Committee Charter Thai Steel Cable Public company Limited

### Objectives

The Risk Management Committee ("RMC") is a committee of the Company appointed to prescribe risk management frameworks and policies that cover the entire organization and to ensure that risk management procedures or systems are in place to appropriately mitigate impacts to the businesses of the Company including support the Board of Directors in the overseeing of risk management activities. To enhance the effectiveness of risk management, the Board of Directors thereby prescribes the RMC Charter as follows.

### Composition and Qualifications of the RMC Members

RMC is appointed by the Board of Directors meeting and composed of

|                                |                 |
|--------------------------------|-----------------|
| Managing Director              | Chairman of RMC |
| General Managers and employees | Members         |

The RMC appoints one internal auditor as secretary to support works of the Committee, including setting up meeting appointment, preparing a meeting agenda, sending out meeting documents and recording minutes of meeting.

### Term and vacation of office

1. Office term of RMC member shall be three years.
2. A RMC member shall vacate the office under the following circumstances:
  - 2.1 Dismissal from working position
  - 2.2 Resignation
  - 2.3 Death
  - 2.4 Dismissal by the Board of Directors
3. A RMC member can extend his office term. In the event that the member is vacated upon the end of term, he can be re-elected as the Board of Directors deem appropriate.

### Duties and responsibilities of RMC

The Committee shall perform the duties designated by the Board of Directors as follows:

1. To define and review the Company's enterprise risk management framework that is suitable for efficient business operation and meets international standards, and to provide recommendations on risk management guidelines that are in line with the operation strategy and business plan.
2. To define and review the enterprise risk management policy including the RMC Charter to ensure that they are in compliance with the company's risk management framework and are effective and adequate for the changing conditions.
3. To oversee, monitor, and review important risk management reports and provide necessary recommendations to ensure the efficient and appropriate risk management for the Company's business operation, and that an acceptable level of risk is maintained in compliance with the enterprise risk management policy.
4. To report and coordinate the implementation of risk management to the Audit Committee for acknowledge, ask for the opinions and provide additional appropriate advisement for report to the Board of Directors.
5. To report significant risk management results to the Board of Directors. In the case where there are factors or events that might have significant impact on the Company, the Board of Directors shall be notified immediately.

6. To continuously and efficiently support and improve on risk management at all levels of the organization, including its various tools, and to promote a risk management culture.
7. Engage in any other duty as assigned by the Board of Directors.

#### **Authority of the RMC**

The RMC shall have powers to pursue various matters within the scope of responsibilities set out under the heading “duties and responsibilities” as follows:

1. Able to invite a management executive or an employee to attend a meeting so as to give explanation or opinions or submit requested documents as deemed necessary.
2. Recruit outside consultants or experts in different fields to give advice, consultation or opinions as deemed appropriate by RMC.
3. Attend meetings with auditors, internal auditor including other service by outsourced for risk issues.

#### **Meetings and Voting**

1. RMC shall meet at least once every quarter, and an extraordinary meeting may be arranged as deemed appropriate, whereby meeting agenda must be determined, committee members must be notified in advance and relevant information must be provided sufficiently.
2. The presence of no less than one-half of the total number of RMC constitutes a quorum.
3. The chairman of RMC shall preside as meeting chair. In case the chairman is not present or unable to perform such duties, attending members shall choose one member as meeting chair.
4. Decisions of such meeting shall be taken by a majority of votes. One member holds one vote. If the voting is tie, the Chairman will cast the deciding vote.
5. RMC may invite concerned parties to attend a meeting to present information relevant to the meeting.

#### **Reporting**

The RMC must report the performance result to the Board of Directors and publish the RMC report which signed by the chairman of RMC in the annual report of the Company. The required information are as followed:

1. Number of meeting held
2. Attendance of each member
3. Result of duties as per Charter

#### **Performance evaluation**

The RMC must evaluate their performance and submit the result of their annual evaluation to the Board of Directors then publish in the annual report of the Company.



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Thai Steel Cable Public Company Limited

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**Charter review**

The RMC shall review the charter at least once a year.

This Charter shall be effective on August 5, 2020.

*Sunsum Jurangkool*

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(Mr. Sunsum Jurangkool)

Chairman of the Board

This Charter was approved by the Board of Directors  
at the Board Meeting No. 6/2020 held on August 4, 2020.