



Charter of Risk Management Committee

Singha Estate Public Company Limited

Amendment No. 6 (February 2025)

Prepared by	Secretary to Risk Management Committee
Endorsed by	Risk Management Committee
Approved by	Board of Directors

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1. Definitions

Charter" shall mean the Risk Management Committee Charter of Singha Estate Public Company Limited.

"Company" shall mean Singha Estate Public Company Limited.

"Board of Directors" shall mean the Board of Directors of Singha Estate Public Company Limited.

"Director" shall mean a director of Singha Estate Public Company Limited.

"Risk Management Committee" shall mean the Risk Management Committee of Singha Estate Public Company Limited.

"Risk Management Committee Member" shall mean a member of the Risk Management Committee of Singha Estate Public Company Limited

2. Objectives

The Board of Directors has established the Risk Management Committee to formulate risk management policies and frameworks, and to oversee the implementation of enterprise-wide risk management activities. This aims to effectively mitigate the impact of various risk factors, both internal and external, on the Company's business operations. Furthermore, the Board of Directors has defined the composition, scope of authority, duties, and responsibilities of the Risk Management Committee to ensure its efficient and effective performance, as mandated by the Board of Directors.

3. Composition and Qualifications

- 3.1 The Risk Management Committee shall comprise no fewer than 3 Directors. At least 2 of the Risk Management Committee members must be independent directors, with the Chief Executive Officer serving as an ex-officio member.
- 3.2 Risk Management Committee members must possess knowledge and understanding of the Company's business or have specialized expertise in critical areas that are pivotal to the Company's business objectives.
- 3.3 Risk Management Committee members shall be able to dedicate sufficient time to fulfill their duties and responsibilities, ensuring the effective attainment of the Committee's objectives.

3.4 The Chairman of the Risk Management Committee should be an Independent Director and shall not be the same person as the Chairperson of the Board of Directors.

4. Appointment, Term of Service and Cessation of Directorship

4.1 Appointment of Risk Management Committee Members

The Risk Management Committee members shall be appointed by the Board of Directors or the shareholders' meeting, as applicable.

4.2 Appointment of the Chairperson of the Risk Management Committee

The Chairman of the Risk Management Committee shall be appointed by the Board of Directors, or alternatively, the Risk Management Committee may elect a member from among themselves to serve as Chairman.

4.3 Appointment of the Secretary of the Risk Management Committee

- 1) The Secretary of the Risk Management Committee shall be appointed by the Risk Management Committee, or the Head of the Risk Management Department may serve as the ex-officio Secretary.
- 2) The Secretary to the Risk Management Committee shall support the operations of the Committee by facilitating the development of the Committee's operational plans, scheduling and convening meetings, preparing meeting agendas as directed by the Chairman, distributing meeting documents, and recording meeting minutes.

4.4 Term of Service

- 1) Risk Management Committee members shall serve a term concurrent with their term as Directors, commencing from the date of their appointment by the Board of Directors. Retiring Committee members may be reappointed by the Board of Directors or the shareholders' meeting, provided that their cumulative term does not exceed three consecutive terms, except for the Chief Executive Officer who serves as an ex-officio member.
- 2) In the event of a vacancy in the Risk Management Committee due to reasons other than the expiration of their term, the Board of Directors shall appoint a qualified individual to

fill the vacancy, ensuring that the Committee meets the composition requirements stipulated in this Charter, unless the remaining term of the departing member is less than two months. The appointed member shall serve only for the remaining term of their predecessor.

4.5 Cessation of Directorship

- 1) A Risk Management Committee member shall cease to hold office upon:
 - 1.1) Completion of their term as a Director of the Company
 - 1.2) Loss of their status as a Director of the Company
 - 1.3) Death
 - 1.4) Resignation
 - 1.5) Disqualification or prohibited status under the Public Limited Company Act
 - 1.6) A resolution of the Board of Directors for their removal
- 2) Any Risk Management Committee member wishing to resign from office shall submit a letter of resignation to the Chairman of the Board of Directors. The resignation shall take effect from the date the letter of resignation is received by the Company.
- 3) A change in the Chairman of the Risk Management Committee shall not affect the tenure of other Risk Management Committee members.

5. Scope of Authority, Duties, and Responsibilities

- 1) To conduct an annual review of the Enterprise Risk Management Policy and present it to the Board of Directors for approval.
- 2) To review and approve the establishment of the enterprise risk management framework, the risk appetite, and the Company's foreign exchange and interest rate risk management frameworks, ensuring their efficiency, alignment with international standards, and consistency with the Company's strategic direction and business plans, prior to submission to the Board of Directors for acknowledgment annually.
- 3) To supervise, monitor, and examine key enterprise risk management reports, including investment project risk reports, fraud and corruption risk assessments, and environmental,

social, and governance (ESG) risk assessments. To provide recommendations and opinions on risk assessment results, risk management measures, and residual risks, ensuring the effective and appropriate management of risks in line with the Company's business operations and risk management policies.

- 4) To report significant risk management outcomes to the Board of Directors for acknowledgment in the event of factors or events that could materially impact the Company.
- 5) To conduct an annual review of the Risk Management Committee Charter to ensure its effectiveness, adequacy, and alignment with evolving circumstances, and to present it to the Board of Directors for approval.
- 6) To support the development of risk management and related tools at all organizational levels in a continuous and efficient manner, and to promote and support the continuous and consistent improvement and development of the Company's internal risk management systems.
- 7) To assume responsibility for any other risk management-related tasks assigned by the Board of Directors.
- 8) In the performance of its duties, the Risk Management Committee may seek advice from independent advisors when deemed necessary and appropriate, with the Company bearing the associated expenses.
- 9) To consistently communicate, exchange information, and coordinate on risk and internal control matters with the Audit Committee.

6. Meeting Procedures

6.1 Meeting Frequency

- 6.1.1 The Risk Management Committee shall convene at least once per quarter. The Chairperson of the Risk Management Committee may call additional meetings as deemed necessary or upon request from any Committee member or the Chairman of the Board of Directors to address urgent matters.

6.1.2 The convening of Risk Management Committee meetings shall be facilitated by the Chairman of the Risk Management Committee or the Secretary, who shall be responsible for distributing meeting notices. These notices shall specify the date, time, location, and agenda items, and shall be sent to all Committee members at least seven days prior to the meeting, to allow sufficient time for preparation. In urgent situations where the Company's interests are at stake, alternative notification methods and shorter notice periods may be employed.

6.1.3 Risk Management Committee meetings may be conducted via electronic means, in accordance with applicable legal guidelines and regulations.

Electronic mail may be used for distributing meeting notices and related documents, and copies of these materials shall be retained as records, either in hard copy or electronic format.

6.2 Meeting Attendance

6.2.1 A quorum of at least half of the total Risk Management Committee members is required for a meeting to be valid. The Chairman of the Risk Management Committee shall preside over the meeting.

6.2.2 In the absence of the Chairman or their inability to perform their duties, the attending Committee members shall elect one of their members to serve as the meeting's chairman.

6.2.3 The Risk Management Committee may invite Company executives or other relevant parties to attend meetings or provide clarifications on specific matters.

6.2.4 The Secretary to the Risk Management Committee or a designated representative shall attend all meetings.

6.3 Voting Procedures

6.3.1 Resolutions shall be passed by a simple majority vote. Each Risk Management Committee member shall have one vote. In the event of a tie, the meeting's chairman shall cast a deciding vote.

6.3.2 Any Risk Management Committee member with a conflict of interest in a matter under consideration shall abstain from voting and shall not be present during the discussion and voting of that agenda item.

7. Reporting by the Risk Management Committee

7.1 The Risk Management Committee is responsible for reporting significant risk management outcomes or necessary corrective actions to the Board of Directors at least quarterly during Board of Directors meetings. This is to ensure the Board is aware of and understands the Company's critical risks and potential impacts on its future operations. In cases where urgent matters require immediate attention, the Committee may submit reports to the Board prior to the next scheduled meeting.

7.2 The Committee is responsible for reporting its risk management activities to shareholders in the Annual Registration Statement/Annual Report.

8. Performance Evaluation

The Risk Management Committee shall conduct an annual performance evaluation and report any challenges or obstacles that have hindered the achievement of its objectives (if any) to the Board of Directors for their acknowledgment.

9. Remuneration of Committee Members

The Nomination and Remuneration Committee shall determine the remuneration of the Chairman and members of the Risk Management Committee and seek approval from the Board of Directors for submission to the annual general meeting of shareholders for ratification.

10. Miscellaneous Provisions

In any matter not specified in this Charter, the Risk Management Committee shall exercise its discretion to adopt and apply general risk management standards and best practices as appropriate to the circumstances.

Announced on 28 February 2025

(Mr. Petipong Pungbun Na Ayudhya)

Chairman of the Board of Directors

Singha Estate Public Company Limited