

## **Charter of the Risk Management Committee**

The Risk Management Committee has been assigned by the Board of Directors to effectively and supervise the overall risk management process of the organization and investment risks. Therefore, the Charter of the Risk Management Committee has been provided to clearly determine the framework on risk management, including scope of powers, duties and responsibilities of the Risk Management Committee, and has been provided as mechanism to enable the Risk Management Committee to effectively perform duties as assigned.

### **Components and Qualifications**

1. The Board of Directors shall approve the appointment of the Risk Management Committee.
2. The Risk Management Committee shall consist of at least 1 Director, the Company's executives and/or specialists; whereby, the Risk Management Committee should consist of not less than 5 members and not exceeding 9 members.
3. The Chairman of the Risk Management Committee may be appointed by the Board of Directors, or may be selected from any member of the Risk Management Committee to assume the office of the Chairman of the Risk Management Committee.
4. The Risk Management Committee shall have expertise, knowledge and understanding on the Company's businesses and shall be able to give advice on the Company's risk management.

### **Powers, Duties and Responsibilities**

1. Determine the risk management policy and the risk management framework of the Company to be properly presented to the Board of Directors for consideration and approval
2. Monitor and develop the risk management framework and risk management process of the Company and subsidiaries continuously and in conformity with the international standard; whereby, the Audit Committee shall be obliged to review independently to ensure that the risk management is proper and consistent
3. Organize activities of assessment, analysis and review of risks of the Company and subsidiaries in normal and crisis circumstances
4. Consider and give opinions on determination of risk appetite and risk assessment criteria
5. Acknowledge and give opinions on the adequacy and appropriateness of risk assessment results and risk mitigations
6. Supervise the risk management to be in accordance with the risk management framework
7. Report the risks, significant risk mitigation and improvements to the Board of Directors regularly
8. Encourage the cooperation on risk management of the Company and subsidiaries
9. Supervise and support the operation of the Risk Management Department to be in accordance with the policies and the prescribed objectives
10. Communicate and exchange the risk information and risk mitigation with the Audit Committee at least once a year
11. Give opinions and recommendations on the use of external consultants for independent advice on the framework, scope and risk management operation

12. Give opinions and recommendations on employment of third parties to give assistance on risk management operation, in case, the quantity of work exceeds the amount of manpower of the Risk Management Department
13. Perform any other works as assigned by the Board of Directors in connection with the risk management

### **Meetings**

1. Organize meetings regularly at least on a quarterly basis as may be necessary and suitable
2. In each meeting, the member of Risk Management Committee shall attend the meeting not less than half of the total number of the Risk Management Committee.
3. The Risk Management Committee may invite third parties to attend the Meeting as may be suitable.
4. Regarding the passing of resolutions of the Meeting, it shall be based on the majority votes. In case of a tie, the Chairman of the Risk Management Committee shall have the casting vote.
5. The Chairman of the Risk Management Committee may summon a special meeting of the Risk Management Committee to consider important risk issues or matters to be mutually discussed.
6. The Risk Management Committee shall convene meetings with the Audit Committee at least once a year.
7. The Secretary to the Risk Management Committee or the Risk Management Manager shall be obliged to make an appointment and to prepare the readiness for the Meeting, to prepare the meeting agendas, to submit the meeting documents to the Risk Management Committee in advance before the date of the Meeting, and to prepare the minutes of the Meeting to be sent to all members of the Risk Management Committee after the conclusion of the Meeting.

### **Term in Office**

1. The Risk Management Committee shall have the term in office of 3 years each. The member of Risk Management Committee who has been released from office by rotation may be re-appointed.
2. The Risk Management Committee shall be released from office upon retirement by rotation, resignation, or upon being released from the status of the Company's Director or the Company's Executive or Specialist, or upon death.
3. In case of vacancy of the office of the member of Risk Management Committee due to reasons other than retirement by rotation, then, the Board of Directors, the Company's executives and/or specialists shall be appointed to assume the office in place of the Risk Management Committee; whereby, the replacement shall be in office for the remaining term in office of the member whom he/she replaced.

(Translation)



**Remunerations**

The Board of Directors' Meeting shall consider and fix the remunerations of the Risk Management Committee; provided that such remunerations of the Risk Management Committee shall be considered by the Board of Directors' Meeting and shall be proposed to the Shareholders' Meeting for approval with the votes of not less than two-third of the total number of votes of shareholders attending the Meeting.

This Charter has been approved by the Board of Directors and shall be effective from March 21<sup>st</sup>, 2022 onwards.

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(Mr. Cheng Niruttinanon)  
Chairman of the Board of Directors  
i-Tail Corporation Public Company  
Limited