



Risk Management Committee Charter S&P Syndicate Public Company Limited

Objectives

The Board of Directors has established the Risk Management Committee to support the Board in overseeing and managing key risks across the organization. This includes strategic risks and operational risks. The committee is tasked with setting guidelines, policies, and processes to ensure the company has effective risk management systems in place. These efforts aim to achieve the company's objectives while complying with relevant laws and standards.

This charter defines the scope of the company's risk management operations, including the roles, duties, and responsibilities of the Risk Management Committee and related parties. This ensures the company achieves its business goals and objectives effectively.

Composition and Qualifications of the Risk Management Committee

1. The Risk Management Committee must consist of at least three directors, with at least one being an independent director. Members are appointed or removed by the Board of Directors based on recommendations from the Nomination and Remuneration Committee.
2. The Chairman of the Risk Management Committee is appointed by the Board of Directors. A designated executive responsible for risk management will act as the committee's secretary. A change in the Chairperson does not affect the tenure of other committee members.
3. The term of office for committee members is three years. Members may vacate their position upon completion of their term, resignation, death, or termination of their directorship. Members may be reappointed with the Board's approval.
4. If a position becomes vacant for reasons other than term expiration, the Board of Directors will appoint a qualified replacement. The new member will serve the remainder of the original term.

Roles, Duties, and Responsibilities of the Risk Management Committee

1. Review and provide feedback on the company's risk management policies and framework to align with the company's objectives, goals, and strategies, including setting acceptable risk levels and deviations. Recommendations are submitted to the Board of Directors for approval.
2. Oversee and support risk management efforts to ensure the company achieves its objectives and goals. Provide recommendations on risk prevention and mitigation measures to maintain risks at acceptable levels. Monitor implementation plans to manage risks appropriately in line with business conditions.
3. Ensure regular review and revision of risk management policies and frameworks to ensure their alignment with the overall business environment of the company.
4. Review, consider, and approve risk assessment results, management measures, and action plans to manage residual risks, ensuring adequate and appropriate risk management.
5. Communicate and coordinate risk-related information and assessment results with the Audit Committee.

6. Review disclosures related to risk management in the company's Annual Report (Form 56-1 One Report).
7. Review reports from the company's internal audit department regarding risk management and risk assessment.
8. Review risk-related reports as deemed necessary by the Risk Management Committee.
9. Consider projects involving new investments, joint ventures, or commitments exceeding 30 million baht based on the project value.
10. Review investments in new businesses, joint ventures, new brands, and business expansions in new countries, including domestic and international ventures.
11. Review previously approved projects that pose risks or impact the company.
12. Consider decisions to terminate investments, close businesses, or sell operations both domestically and internationally, including any related commitments.
13. The Chairman of the Risk Management Committee reports the committee's activities and recommendations to the Board of Directors. A summary report is prepared on key risks and trends at the organizational level.
14. Annually review the charter to ensure it aligns with the company's risk management objectives and strategies. Any significant amendments must be approved by the Board of Directors.
15. Perform other duties as assigned by the Board of Directors.

Meetings

1. The Risk Management Committee must hold at least two meetings per year. The committee may invite executives, employees, or other relevant individuals to provide opinions or submit necessary documents.
2. A quorum for meetings requires at least half of the committee members to be present.
3. If the Chairman is absent or unable to perform their duties, the attending members will select one among them to preside over the meeting.
4. Each committee member has one vote. Decisions are made by majority vote. In case of a tie, the Chairperson has the deciding vote. The secretary and other attendees who are not committee members do not have voting rights.
5. Committee members with conflicts of interest must abstain from discussions and voting on related matters.
6. The Chairman approves meeting agendas and reviews all agenda items in advance.
7. The committee secretary schedules meetings, prepares agendas, distributes meeting documents, and records meeting minutes. Invitations and documents must be sent at least three days before the meeting.

This charter was reviewed at the Risk Management Committee Meeting No. 4/2024 on November 13, 2024, and approved by the Board of Directors at Meeting No. 6/2024 on December 11, 2024. It is effective from December 11, 2024.