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## **Risk Management Committee Charter**

### **WHA Corporation Public Company Limited**

#### **Objectives**

WHA Corporation Public Company Limited and Subsidiary Companies (“the Company”) realizes the significance of good corporate governance which helps support the Company’s operation to be effective and to sustainably grow. It leads to the ultimate benefits for every related department; staffs, investors, shareholders and other stakeholders. Therefore, the Board of Directors had a resolution on Risk Management Committee Charter to remind the Directors of the duties and responsibilities to the Company.

#### **1. Compositions of Risk Management Committee**

- 1.1 The Board shall appoint Risk Management Committee members; at least 3 members.
- 1.2 The Risk Management Committee shall select one of their members to be the Chairman.

#### **2. Qualifications of Risk Management Committee**

- 2.1 Members of the Risk Management Committee must devote adequate time to perform their duties.
- 2.2 Members of the Risk Management Committee must be knowledgeable, understand the Company’s business, or contain specific expertise that is a factor in the Company’s business operation and able to exercise discretion in performing duties.

#### **3. Roles and Responsibilities of Risk Management Committee**

- 3.1 Set risk management policy, process, and scope of risk management including business continuity management to review and revise at least once a year to ensure consistency and appropriateness to the business overview.
- 3.2 Review Risk Profile, level of Risk Appetite, and Risk Tolerance.
- 3.3 Acknowledge, consider, and provide suggestions on Risk Management Report, process and risk management policy including residual risk management to ensure the adequacy and appropriateness of Risk Management.
- 3.4 Oversee and support the Company’s Risk Management to success, suggest for risk prevention and method to reduce the risk to an acceptable level, monitor the Company’s risk management as well as the Company’s significant risk management plan and report the monitored results to the Board of Directors.

In order of other factors or important circumstance that may affect the Company significantly, such circumstance needs to be reported to the Board of Directors for immediate consideration.

- 3.5 Coordinate with the Audit Committee regarding risk information and internal containment for the Audit Committee to consider and approve the internal auditing plan for reasonable credibility that the Company has an appropriate internal containment for risk management including the risk management system to adjust as appropriate and ensure practice throughout the Company.
- 3.6 Provide advice to the management and risk management working team regarding the Company's risk management including promoting and support improvement, development, and internal risk management mechanism continuously to raise the risk management culture in every sector with an authority to enforce the following matters:
  - 1) Encourage the Executive or related personnel to inform regarding the risk management, internal control, and business continuity management in writing or verbal and propose to the Risk Management Committee as appropriate.
  - 2) Review the Company's risk management plan to ensure the operation has met the objective and be measured appropriately including suggestion to the risk management committee for further improvement.
  - 3) Instruct the related personnel the orders to carry out the instructions or execute such order as appropriate as provided in the Charter or other special instructions according to the Board of Directors.
- 3.7 In addition, the duties and responsibilities of the Risk Management Committee shall be covered to its subsidiary in which it holds more than 50% of Company's voting shares which not included to WHA Utilities and Power Public Company Limited and its subsidiary company.

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

- 4.1 The term of office of each Risk Management Committee member is three (3) years from the date of appoint in accordance with the Board of Directors' term of office. Members of the Risk Management Committee who retire by rotation are eligible for reappointment.
- 4.2 In case of vacancy in the Risk Management Committee for reason other than expiration of the term of office, the Board of Directors shall elect a person who is fully qualified as a substitute member of the Risk Management Committee so that the number of members of the Risk Management Committee remains accordingly to the minimum requirement as specified in this Charter. The substitute member shall hold the office only for the remaining term of office of the member whom he/she replaces.

#### **5. Meeting of Risk Management Committee**

- 5.1 The Company will hold the Risk Management Committee Meeting at 4 times a year.

- 5.2 At the meeting of the Risk Management Committee, at least half of the number of the members of the Risk Management Committee must be presented to constitute a quorum. In case the Chairman is absent or unable to perform his/her duty, the Risk Management Committee shall appoint a member to perform the duty on behalf of the Chairman.
- 5.3 Decisions in the Meeting shall be by a simple majority vote. Each member of the Risk Management Committee is entitled to one vote. In the event of tie vote, the Chairman of the Meeting shall have a casting vote. The member of the Risk Management Committee who has an interest in any matter, he/she shall not be entitled to vote on such matter.

## 6. Remuneration

The Risk Management Committee shall be paid a remuneration, the amount of which shall be fixed by the shareholders meeting.

The revised Risk Management Committee Charter is considered and approved from the Board of Directors Meeting No. 1/2021 on 25 February 2021.

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(Ms. Jareeporn Jarukornsakul)  
Chairman of the Board of Directors