

(English Translation)

**Risk Management Committee Charter**  
**WHA Corporation Public Company Limited**

**Objectives**

WHA Corporation Public Company Limited (“**Company**”) and the companies under WHA Group realized that the good corporate governance pays an important role in supporting the Company’s business operation to be efficient with sustainable growth. This results in the ultimate benefits to all relating parties, including employees, investors, shareholders, and other stakeholders. Therefore, the Board of Directors has authority to appoint the Risk Management Committee and has established Risk Management Committee Charter for the Risk Management Committee to be aware of and can completely perform their duties and responsibilities.

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

- 1.1 The Board of Directors has authority to appoint the Risk Management Committee which shall consist of at least 3 members. Members of the Risk Management Committee may or may not be a director of the Company.
- 1.2 The Risk Management Committee shall select one of their members to be the Chairman of the Risk Management Committee.
- 1.3 The Company Secretary shall serve as the Secretary to the Risk Management Committee, responsible for conducting meeting appointments, preparing meeting agendas, delivering meeting documents, and taking meeting minutes.

However, the Risk Management Committee may consider appointing another person to serve as the Secretary of the Committee.

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

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

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

- 3.1 To consider and establish risk management policy, risk management framework, and business continuity management which are consistent with the objectives, major goals, and strategies, to be used as main practical guidelines/ directions for risk management of the organization, in order to propose to the Board of Directors for consideration, to review and re-consider such risk management policy and framework at least once a year to ensure that they are consistent with and suitable for the overall business circumstances.
- 3.2 To consider, identify, and manage key risks in its business operations, both external and internal factors which may prevent the Company from achieving its objectives, e.g., strategic risk, operational risk, emerging risk, or sustainability risk (ESG risk), etc. and to prepare risk profile, level of risk appetite, and risk tolerance.
- 3.3 To supervise and ensure that the Company has assessed impact and tentative occurrence of the identified risks in order to prioritize such risks and come up with risk management procedures as appropriate to the business, and to provide opinions or suggestions, regularly monitor enterprise risk management measures and plans, including its status and assess the effectiveness and efficiency of the risk management to ensure that the appropriate and efficient risk management is put in place.
- 3.4 To coordinate with and provide material information regarding risks and internal control to Audit Committee so that the Audit Committee can consider in order to provide opinions on adequacy of risk management and internal control, and to approve internal audit plan. This is to reasonably ensure that the Company has an appropriate internal control for risk management, and its risk management system has been appropriately applied throughout the organization.
- 3.5 To give advice, suggestions, support the Management and risk management working team regarding the Company's risk management, and to promote and support the improvement and system development of risk management mechanism within the organization so that the risk management culture in all levels throughout the organization can be established, with the following authorities: regularly and constantly
  - (1) To request the executives, relevant units, or staff to coordinate and to provide information regarding risk management, internal control, and business continuity management, whether in writing or verbal, by attending Risk management Committee's meeting(s), as appropriate.

- (2) To review the Company's risk management plan to ensure that the business operation is in line with the objectives and can be measured substantially, and to provide suggestions to the risk management working team for further improvement.
  - (3) To monitor and supervise relevant units to perform any necessary actions within scope of responsibilities under this charter or as assigned by the Board of Directors.
- 3.6 To perform any other business as assigned by the Board of Directors.
- 3.7 The Risk Management Committee shall conduct an annual performance evaluation and review the Risk Management Committee Charter at least once a year.
- 3.8 The duties and responsibilities of the Risk Management Committee shall extend to the Company's subsidiaries in which it holds more than 50% of the total voting shares. However, this does not include subsidiaries that are listed on the Stock Exchange of Thailand and the subsidiaries of such listed companies.

#### **4. Term of Office of the Risk Management Committee**

- 4.1 The term of office for a member of the Risk Management Committee who is a Company director shall be the same as the term of office for the Board of Directors. Members who retire by rotation are eligible for re-appointment.
- 4.2 A member of the Risk Management Committee who is an executive shall serve for the duration of their term as a Company executive, unless the Board of Directors decides otherwise.

#### **5. Meetings of the Risk Management Committee**

- 5.1 The Risk Management Committee's meetings shall be held at least 4 times a year.
- 5.2 At the Risk Management Committee's meeting, at least one-half of total members of the Risk Management Committee must be present to constitute a quorum. In case the Chairman of the Risk Management Committee is absent or unable to perform his/her duty, the members of the Risk Management Committee attending the meeting shall appoint a member of the Risk Management Committee to be the chairman of the meeting.
- 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.

- 5.4 When calling a meeting of the Risk Management Committee, the Chairman of the Risk Management Committee or a delegated person shall serve meeting notices to all members at least seven (7) days prior to the meeting date. In cases of necessity or urgency, the meeting may be called by other methods and an earlier meeting date may be chosen. For electronic conference, the notice can be sent via electronic media.
- 5.5 When the Meeting ends, the Secretary to the Risk Management Committee is responsible to prepare the minutes of the meeting(s) and deliver to the Chairman for his/her signature in order to certify an accuracy of such minutes. The minutes shall be proposed to adopt in the next Meeting. The members can provide any comments and request additional revisions on the minutes of the meeting for the most accurate and correct.

## **6. Report**

The Risk Management Committee is required to regularly report their performance to the Board of Directors for acknowledgement. If there is any significant factor or situation that may cause material effect to the Company, the Risk Management Committee must inform the Board of Directors urgently.

The Risk Management Committee must prepare a performance report and disclose it in the Annual Report and/or Form 56-1 One Report, such as total amount of the meetings/ year, attendance record, and results, etc.

## **7. Remuneration**

Members of the Risk Management Committee are entitled to receive remuneration that has been approved by the shareholders' meeting.

This revision of the Risk Management Committee Charter is approved by the Board of Directors' Meeting No. 7/2024 on November 8, 2024 with effective from November 9, 2024.

*-Mr. Somkid Jatusripitak-*

(Mr. Somkid Jatusripitak)

Chairman of the Board of Directors