



## MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

### **Risk Management Committee Charter**

#### **1. Objectives**

The Risk Management Committee by the approval of the Board of Directors is responsible for supporting the Board of Directors' operations to set a policy risk management framework, supervise and support the implementation of risk management. In accordance with the strategy and business goals to reduce the impact of various risk factors both outside and inside the organization to the Company's business operations including the roles and duties as specified by the Board of Directors so that the Risk Management Committee can perform its duties effectively as assigned by the Board of Directors.

#### **2. Composition and Qualifications**

- 2.1 The Risk Management Committee is appointed by the Board of Directors, consisting of the Chairman of Board, at least 3 directors and 1 independent director. With the number of the available position, the rest of Directors should have a potential of conducting business. However, if the number of Directors' decrease fails to establish a quorum of meeting, capability of the rest of the directors is to hold a meeting to perform to appoint other directors by the Board of Director to be in the available position only.
- 2.2 The Risk Management Committee has a potential and knowledge of the domain, devoting time and being efficient to serve as a good Risk Management Committee at operating, including being moral, ethical and responsible.
- 2.3 The Risk Management Committee must be moral, ethical and responsible.
- 2.4 Chairman of the Risk Management Committee has a duty to appoint a secretary of the Risk Management Committee.

#### **3. Term of office and remuneration**

- 3.1 In the Risk Management Committee, the term of office is 3 years and the retiring directors may be reappointed.
- 3.2 The Risk Management Committee will retire from the position when:
  - The term of office is complete.
  - Retired from being a director of the Company
  - Death
  - Resignation
  - The Board of Directors resolves to vacate the position.



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- 3.3 Resignation of the Risk Management Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors at least 30 days in advance, unless there is a force majeure circumstance approved by the Board of Directors.
- 3.4 When a member of the Risk Management Committee vacates office before the end of term, the Board of Directors appoints a fully qualified person to be a member of the Risk Management Committee. Replacing director will be in the position only for the remaining term of the resigned director.

#### **4. Scope of authority and responsibility**

- 4.1 Determine and review the organization's risk management framework policies.
- 4.2 Regulate and support the implementation of corporate risk management to consistent with strategy and business goals including changing circumstances.
- 4.3 Consider reporting the results of corporate risk management and expressing opinions on the risks that may arise, including guidelines for the determination of control measures or Mitigation Plans and development of organizational risk management systems for the Risk Management and Internal Control Committee (RMCC) to make the management system effective continuously.
- 4.4 Report the results of corporate risk management to the Board of Directors for acknowledgment and in the case of factors or important events which may have a significant impact on the Company must report to the Board of Directors for acknowledgment and consideration as soon as possible.
- 4.5 Set risk management policy and the Company's risk appetite is proposed to the Board of Directors for consideration on overall risk management. Liquidity risk market risk operational risk or other risks that is significant to the Company.
- 4.6 Determine the organizational structure and resources of risk management according to the Company's risk management policy able to analyze, evaluate, measure and monitor risk management processes effectively.
- 4.7 Regulate, review and recommend to the Board of Directors regarding risk management policies, standard practice. Overall risk strategy and measurements to ensure that risk management strategies are properly implemented.
- 4.8 Perform any other duties as assigned by the Board of Directors.

#### **5. Meeting**

- 5.1 Risk Management Committee meetings are scheduled at least twice a year and may arrange additional meetings as the Chairman of the Risk Management Committee deems appropriate.
- 5.2 At a meeting of the Risk Management Committee, not less than one-half of the total number of directors must be present in order to constitute a quorum.

**INTIMATE SERVICES LIKE CLOSED FAMILY MEMBERS**



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- 5.3 In the event that the Chairman of the Risk Management Committee is not present at the meeting or is unable to perform his/her duties, the Risk Management Committee members attending the meeting shall elect one among themselves to preside over the meeting.
- 5.4 The decision of the meeting shall be made by a majority of votes if the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.
- 5.5 The secretary of the Risk Management Committee is responsible for preparing meetings, meeting management, agendas, meeting documents delivery, and meeting documents to all members within a sufficient period of time for the members to review the information in detail or request additional information prior to the meeting. After the meeting, the secretary must submit the meeting minutes to all members within 7 business days after each meeting. The approval of the minutes will be carried out at the next meeting of the Risk Management Committee.

### 6. Review of the Charter

The Risk Management Committee will review and assess the sufficiency and the suitability of the annual charter and if there is a significant improvement will be presented to the Board of Directors for approval.

### 7. Reporting

#### 7.1 Reporting to the Board of Directors

The Risk Management Committee must report to the Board of Directors in the following

- 1) Report on the overall impact and changes in the risk frame including the impact of policy changes and new product development.
- 2) Report on risk status and changes that affect the acceptable risk tolerance (Risk Appetite) when appropriate.
- 3) Ensuring that Board of Directors Acknowledgment and awareness of various factors that may significantly affect the risk position of the financial business group.

#### 7.2 Reporting to Shareholders

Risk Management Committee shall prepare the Annual reports for proposing to the shareholders' meeting on behalf of the Board of Directors which is part or an appendix to the Annual Report and Financial Statement Report.

### 8. Performance appraisal

The Risk Management Committee must assess and report on issues on an annual basis and report problems obstacles that cause operations to fail to achieve objectives and the purpose of establishing the Risk Management Committee to the Board of Directors to acknowledge.



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The Risk Management Committee Charter was reviewed and approved by the Board of Directors on 22<sup>nd</sup> February 2024.

Mr. Suchart Suphayak  
Chairman of the Risk Management Committee