



RISK MANAGEMENT COMMITTEE CHARTER

EUROASIA TOTAL LOGISTICS PUBLIC COMPANY LIMITED

ISSUE 3

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Preparation and Approval History

Document No.	Editor/Controller	Reviewer	Approver
RR-BOD-004-02	Managing Director	Chief Executive Officer	Board of Directors
	3 January 2023	3 January 2023	11 January 2023

Revision History

Issue	Issue Date	Effective Date	Revision details
1	10 October 2021	9 November 2021	First issue
2	10 June 2022	6 August 2022	Revise company name after conversion to public limited company
3	3 January 2023	12 January 2023	Amend the material of being a holding company

Note: To add or cancel any document, proceed according to the acts set out in the Approval and Implementation Authority.



Risk Management Committee Charter

1. Objectives

The Board of Directors has appointed the Risk Management Committee, which is an important mechanism of good corporate governance to oversee the implementation of risk management throughout the organization to reduce the impact of various risk factors that may occur in the company's business, both inside and outside the organization.

2. Composition of the Risk Management Committee

- 2.1. The Risk Management Committee must consist of at least three committee members who are appointed by the Board of Directors. The Risk Management Committee consists of a number of Directors and/or Executives of the company and may consist of one or more other persons.
- 2.2. The Risk Management Committee or the Board of Directors shall appoint a member of the Risk Management Committee to be the Chairman of the Risk Management Committee.
- 2.3. The Chairman of the Risk Management Committee may appoint a Secretary of the Risk Management Committee to assist implementations of the Committee about meeting appointments, preparation of the meeting agenda, submission of meeting documents, and record the minutes of the meeting.

3. Qualifications of persons to be appointed as the Risk Management Committee

The persons to be appointed as committee members of the Risk Management Committee must possess the following qualifications:

- 3.1. Be a knowledgeable and competent person and have honesty, experience beneficial to the company's business, understanding of the company's business and its major risks, special expertise in a field that is an important factor in the company's business operations to achieve its objectives.
- 3.2. Be able to devote sufficient time to work as committee members of the Risk Management Committee to achieve the objectives.



4. Appointment and Office Term of the Risk Management Committee

- 4.1. A committee member of the Risk Management Committee has a term of office of 3 years from the date of appointment or according to the position of the company's director (in the case of a director). A committee member who retires by rotation may be re-appointed to serve as a committee member.
- 4.2. In addition to the termination of the position according to the above terms, committee members of the Risk Management Committee may retire when:
- (1) Death
 - (2) Resignation
 - (3) Shareholders' meeting and/or Board of Directors' meeting resolves to leave
 - (4) A court has issued an order to resign from the Board of Directors (in case of being a director of the company).
- 4.3. In the event that the position of the Risk Management Committee is vacant until the number of members is less than three due to reasons other than retirement by rotation, the Board of Directors shall appoint qualified persons to be the Risk Management Committee members in order to complete the Risk Management Committee as prescribed by the Board of Directors in this Charter. Unless the term of office of that committee member is less than 2 months left, the Board of Directors may not appoint a new one to replace that committee member. The person appointed as the replacement committee member will only be in the position for the remaining term of the committee member whom he replaces.

5. Duties and Responsibilities

- 5.1. Determine the overall risk management policy and framework of the company and its subsidiaries that cover the major types of risks and the main risks. In considering the policy and framework, the company must consider the balance between risks and returns from the operations, consistency with the business's objectives, key goals, strategies, and acceptable risks for being a framework for working in the risk management process for everyone in the organization to be in the same direction and submit it to the Board of Directors for consideration. The Risk Management Committee must oversee the company and its subsidiaries to identify risks by considering both external and internal factors that may cause the company



and its subsidiaries to fail to achieve the stated objectives and require relevant agencies to have appropriate measures to prevent, correct and limit risks.

- 5.2. Continuously supervise the compliance with the Enterprise Risk Management Policy and Framework to ensure that the company and its subsidiaries have an appropriate and efficient risk management system throughout the organization and have continual compliance.
- 5.3. Review the risk management report to monitor the assessment of material risks and the impact and potential opportunity of risks to be prioritized and define appropriate risk management methods and implement to ensure that the company and its subsidiaries manage risks adequately and appropriately.
- 5.4. Meet and communicate to exchange information with the Audit Committee to jointly consider the risks affecting the company and its subsidiaries that have become known during the year and risk management guidelines as well as other matters relating to risk management as appropriate at least twice a year.
- 5.5. Communicate and exchange information regularly with the Risk Management Working Group and the Internal Audit Department and/or the internal auditors who are externally hired by the company to ensure that the company and its subsidiaries have an internal control system that is suitable for risk management, including applying the risk management system appropriately and throughout the organization.
- 5.6. Regularly report to the Board of Directors on the risks and management of key risks.
- 5.7. Provide consultants or persons opining independently to provide opinions or advice as appropriate and necessary at the company's expense.
- 5.8. Perform any other risk management tasks assigned by the Board of Directors with the approval of the Risk Management Committee.
- 5.9. Analyze the risk factors and review the risk management policy and framework at least once a year.
- 5.10. Consider, review and revise the Charter of the Risk Management Committee at least once a year and present it to the Board of Directors for approval.



6. Meetings

- 6.1. The Risk Management Committee must have meetings as appropriate. The Chairman of the Risk Management Committee calls for meetings as necessary or upon request from the Risk Management Committee members or the Chairman of the Board of Directors.
- 6.2. To call for a meeting of the Risk Management Committee, the Chairman of the Risk Management Committee or the Committee's secretary as assigned sends the meeting invitation letter to the committee members not less than 3 days before the meeting date. Unless in case of urgent need to protect the company's benefits, the meeting may be organized by other means and an earlier meeting date may be set.
- 6.3. The Risk Management Committee has the power to invite those involved or those deemed appropriate to attend the meeting to ask for clarification on related matters or to invite a third party with expertise to be a consultant and attend the meeting at the company's expense.

7. Quorum and Vote

- 7.1. At a meeting of the Risk Management Committee, not less than one-half of the total number of Risk Management Committee members must be present to constitute a quorum. In the event that the Chairman of the Risk Management Committee is not present at the meeting or is unable to perform his duties, the Risk Management Committee members attending the meeting must elect one committee member to chair the meeting.
- 7.2. One committee member has one vote and the decision of the meeting shall be a majority vote. In case that any risk management committee members have an interest in any matter, they will not have the right to vote on that matter. If the votes are equal, the Chairman of the Risk Management Committee shall have an additional vote as a casting vote.
- 7.3. The secretary of the Risk Management Committee has no right to vote.



8. Assessment of the Risk Management Committee

In assessing the performance of the Risk Management Committee, they may use a self-assessment method by evaluating the overall performance as a group and report the assessment results to the Board of Directors annually.

This Risk Management Committee Charter was considered and approved at the Board of Directors' meeting No. 1/2023 on January 11, 2023. It shall be effective from January 12, 2023 onwards.

Note: This English translation is for reference purposes only. In the event of any discrepancy between the Thai original Risk Management Committee Charter and this English translation, the Thai original shall prevail.

Mr. Krishna Boonyachai
Chairman of Board of Directors

Euroasia Total Logistics Public Company Limited