

CENTRALPATTANA

Charter of Risk Policy Committee

1. Definition

Risk management means the process of designing the Company's strategies which is developed by the Board, the executives, and other employees of the Company. The risk management of the Company is designed to identify possible harmful risks and control them to be at the acceptable level. This is to reasonably ensure that the Company will fulfill the proposed objectives.

Risk means any unstable events that can keep the Company from meeting the objectives.

Opportunity means any unstable events that can yield positive effects on the objectives of the Company.

Uncertainty means unpredictability of any future events and its outcomes.

Risk appetite means the broad-based amount of risk that the Company is willing to accept in pursuit of its mission (or vision).

Risk tolerance means the acceptable variation relative to the achievement of an objective.

2. Purpose

The Risk Committee is responsible for assisting the Board of the Company in fulfilling the Company's risk management, in raising the Board's awareness related to a broader sense of risks. This aims for more attention of the Board to risk management, and for the continuous development of the organizational competence and visions of risk management. As a consequence, it can be assured that the competence of identifying, assessing, and managing risks will continuously develop and accord with increasing risk appetite.

3. Membership and Requirements of the Committee

- 3.1 The Committee shall be comprised of at least three members. Among the members, three members must be Independent Director, Executive Director and Chief Executive Officer.
- 3.2 The Committee shall be appointed by the Board of Directors.
- 3.3 The Committee's chair shall be the Independent Director who is appointed by the Board of Directors.
- 3.4 The Head of Excellence & Sustainable Development shall be the secretary of the Committee.
- 3.5 The Committee shall dedicate their time and express opinions as a member of the Committee

4. Terms

- 4.1 The members of the Committee shall serve for a period of three years, and are eligible for re-election through the approval of the Board of Directors.
- 4.2 The membership of the Committee shall cease on
- 4.3 Removal of a member of the Board of Directors, Independent Directors, or Executives
- 4.4 Being removed from office by the Board of Directors
- 4.5 The member's term of office is expired
- 4.6 Death
- 4.7 Resignation

5. Duties and responsibilities

- 5.1 To acknowledge and advise on the policies, the strategies, and the risk management in any forms at any level of the Company
- 5.2 To assess the effectiveness of the risk management of the management team
- 5.3 To consider, review, and approve of risk appetite and risk tolerance
- 5.4 To monitor the risk management of the Company by considering the shareholder's total return equity in both short and long term and comparing it with risk appetite
- 5.5 To acknowledge key risks and review the management team's response to the risks
- 5.6 To discuss the annual analysis of risk management strategy of the Company
- 5.7 To give directions and guidelines of risk management to the risk management team
- 5.8 To monitor and identify the goals of risk management and key risk indicator

- 5.9 To acknowledge reports on the risk trend and to ensure that the strategy can efficiently respond to the identified risks
- 5.10 To report risk management activities to the Board of Directors at least once a quarter
- 5.11 To take any other responsibilities assigned by the Board of Directors

6. Meetings

- 6.1 The Committee will normally meet at least once a quarter with a prepared agenda.
- 6.2 The secretary of the Committee or the assigned person takes the minutes of the meeting and does the report on the meeting.
- 6.3 The secretary of the Committee keeps track of the implementation of the risk management strategy as recorded in the minutes, as well as of the problems and obstacles to the implementation and the opinions of the Committee. This is for the purpose of reporting them to the Committee in the next meeting. The responsibilities of the Secretary also include:
 - (1) distributing the meeting agenda at least 7 days prior to the meeting day
 - (2) distributing documents related to the meeting to the Committee prior to the meeting day
 - (3) distributing the report of the meeting to the Committee prior to the next meeting day

7. Performance Evaluation

The Committee shall evaluate their own performance at least once a year and report the evaluation to the Board of Directors for acknowledging and reviewing.

8. Remuneration

The Nomination and Remuneration Committee shall consider remuneration for the Committee and present it to the Board of Directors for consent and then to the General Meeting of Shareholders for approval.

This Charter is valid from 20 June 2019 onwards.