



Risk Management Committee Charter
Sansiri Public Company Limited

1. Mission

The Board of Directors considers and appoints the Risk Management Committee to establish policies, strategies and measures related to the organization's risk management. Then present to the Board of Directors to seek approval before implementing as well as regularly monitor, examine and review various risk management methods to reasonably ensure that the management has implemented an appropriate risk management system. As well as being a center for oversight of significant risks that various departments in the company have reported to deal with unacceptable risks as well as coordinating and communicating with the Audit Committee on matters relating to significant risks.

2. Composition and Qualifications

The Board of Directors considers and appoints the Risk Management Committee, which consists of at least three directors and one of them must be Independent Directors. The Board of Directors shall consider and appoint one of the Risk Management Committee members as Chairman of the Risk Management Committee.

3. Term of Office

3.1 The Risk Management Committee has a term of office of 3 years. To ensure continuity of the Committee's work, the Risk Management Committee members who vacate office upon the expiration of the term may be re-appointed.

3.2 In addition to vacating office upon the expiration of the term of office, the Risk Management Committee members shall vacate office upon

- (1) Retirement from the Board of Directors of the Company;
- (2) Resolution of the Board of Directors to retire;
- (3) Resignation;
- (4) Death.

3.3 In the event that the position of a member of the Risk Management Committee becomes vacant due to reasons other than retirement due to rotation, the Board of Directors shall appoint a person who has all the qualifications according to Article 2 above to complete the number of Risk Management Committee members as stipulated in this Charter, whereby the person elected as a replacement committee member shall hold office only for the remaining term of the director replaced.

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4. Duties and Responsibilities of the Risk Management Committee

The Risk Management Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

(1) Establish strategies, policies and framework for risk management, as well as risk management system, and establish risk management standards as guidelines for various units in the Company;

(2) Acknowledge and offer feedback on the Company's direction on risk management;

(3) Monitor, inspect, analyze and review action plan in accordance with risk management framework on a regular basis in order to respond to ongoing changes;

(4) Review and offer feedback in order to minimize and manage risk in acceptable level;

(5) Supervise to ensure that risk management measures are communicated and implemented throughout the organization, and support and promote timely and appropriate risk reporting;

(6) Coordinate and exchange information with Audit Committee and internal auditing unit in the Company with regard to significant risks;

(7) Other operations as assigned by the Company's Board of Directors relating to risk management.

5. Meetings

5.1 The Risk Management Committee must arrange or call a meeting at least two times a year as it deems appropriate.

5.2 At the meetings of the Risk Management Committee, there must be Risk Management Committee members present at each meeting in not less than one-half of the total number of committee members at that time; therefore, a quorum will be constituted.

The Chairman of the Risk Management Committee presides over the meeting. If the Chairman of the Risk Management Committee is not present at the meeting or is unable to perform the duties, the committee members attending the meeting shall select one committee member to preside over the meeting.

5.3 The resolution of the meeting of the Risk Management Committee shall be based on the majority vote of the committee members present at the meeting, according to a quorum. In case of equal votes, the Chairman of the meeting shall have an additional vote as a deciding vote.

5.4 The Risk Management Committee considers and appoints the Secretary of the Risk Management Committee as deemed appropriate.



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6. Report

6.1 The Risk Management Committee shall be responsible for the Board of Directors and regularly report the performance (if any) at the Board of Directors' meetings.

6.2 The Risk Management Committee shall present information on the operations in the past year in the Company's annual report.

7. Advisor

The Risk Management Committee can ask for consultation from specialists as appropriate at the Company's expense.