

Risk Management Committee Charter



Samart Corporation Public Company Limited

(The Updated Version has been approved by the Board of Directors of the Company on November 12, 2024)

Risk Management Committee Charter

1. Objective

The Risk Management Committee was appointed to support the Board of Directors in determining appropriate, sufficient, and effective risk management policies and overseeing to ensure that overall risk management system or process is at an acceptable level.

2. Composition and qualifications

The Board of Directors is responsible for the appointment of the Risk Management Committee by electing at least 3 appropriate persons from the members of the Board of Directors. The Board of Directors will consider and appoint appropriate persons as the Chairman of the Risk Management Committee.

The qualifications of the Risk Management Committee are as follows:

1. Have knowledge, capable, experience and expertise in the Company's business including integrity, business ethics and time to devote his knowledge and ability to perform duties for the Company;
2. Has qualifications and shall not be under any of prohibitions which comply to Public Company Act B.E. 2535 (Including the additional revised), or any other related laws. Moreover, the directors shall not lack of confidence which comply to the regulations of Securities and Exchange Commission;
3. Does not run any business, which is competed with the Company, and not being a shareholder of any legal entities whose business is the Company's competitors, whether doing it for one's own benefit or others, except informing to the Board of Director of the Company's meeting before having a resolution to appoint.

3. Terms of positions

Term of members of the Risk Management Committee is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of directors and/or any qualified candidates propose for further consideration and appointment from the Board of Directors in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

4. Roles and Responsibilities of the Risk Management Committee

1. Establish clear business objectives, identify, analyze, assess significant risks and formulate risk strategies, also risk appetite;
2. Develop risk management policy and propose for consideration and approval of the Board of Directors to be used as practices in the areas for which they are accountable. However, it must be covered risks at least 4 topics as follow:
 - 1) Financial Risk
 - 2) Operational Risk
 - 3) Strategic Risk
 - 4) Compliance Risk
3. Ensure that the above standards and practices are fully communicated to and have active support of all employees, continuously;
4. Review the scope of Roles and Responsibilities of the Risk Management Committee in accordance with the situation;
5. Ensure that the management has regularly, continually and systematically identify, analyze and review risk exposures, which may have, to cover all processes of the business;
6. Support and develop to have the managements and all employees to continually aware of risk management as well as to ensure the Company's Risk Management Policy is complied with the international standard.

7. Provide professional opinions from external consultants regarding matters to be considered with the Company's expense, if necessary;
8. Perform any other activities assigned by the Board of Directors.

5. Meeting

1. The Sustainable Development Committee shall convene the meeting as necessary and appropriate at least twice a year;
2. The agenda and meeting documentation should be delivered to the members of the Sustainable Development Committee at least 7 days in advance of the meeting for consideration except in urgent case.
3. A constitution of quorum of the Risk Management Committee's meeting is required attendance of members of no less than 50%. In the event the Chairman of the Risk Management Committee is not present or unable to discharge his duties, other members present shall elect one of their members as the Chairman of the meeting.
4. All resolutions of the Risk Management Committee meeting shall be passed by the majority votes of the members presented at the meeting. The member who has conflict of interest will not participate in any agenda that they have conflict of interest. In case of equality votes, the Chairman shall have a casting vote.

6. Reporting

The Risk Management Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Registration Statement / Annual Report (Form 56-1 One Report) with following details:

1. Total number of the Risk Management Committee meetings convened.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.