



กฎบัตรคณะกรรมการบริหารความเสี่ยง
(Risk Committee Charter)

Kijcharoen Engineering Electric Public Company Limited

Creator

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Approver

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Chairman of the Board

History of Document Amendments

Revision No.	Date	Details	Approver
00	1 March 2022	Initial Issue	Board of Directors (3/2022)
01	20 February 2025	1) The format and wording have been revised for clarity. 2) The qualifications for directors have been updated to include item 2.4.	Board of Directors (1/2025)
02	20 February 2026	Additional wording has been added to Clauses 3.2 and 3.3 in order to provide broader and more comprehensive coverage.	Board of Directors (1/2026)

กฎบัตรคณะกรรมการบริหารความเสี่ยง (Risk Committee Charter)

The Risk Committee is a sub-committee appointed by the Board of Directors or the shareholders' meeting (as the case may be). Its purpose is to support the Board of Directors by overseeing and ensuring that the company has a sufficient and appropriate risk management system. This system is designed to help the company achieve its objectives effectively and efficiently, while complying with all relevant laws and standards, so that overall risk remains at an acceptable level.

1. Composition

- 1.1. The Risk Committee shall consist of at least three directors and/or executives appointed by the Board of Directors or the shareholders' meeting, as the case may be.
- 1.2. The Board of Directors or the Risk Committee shall select one of the independent directors to serve as the Chairman of the Risk Committee.
- 1.3. The Risk Committee shall appoint a Secretary to the Risk Committee. The secretary's duties include supporting the committee's operations by scheduling meetings, preparing agendas, distributing meeting materials, recording meeting minutes, and performing other tasks as assigned by the committee.

2. Qualifications

- 2.1. Members must have knowledge and ability in managing various risks, such as strategic risk, operational risk, financial risk, and compliance risk.
- 2.2. Members must be able to dedicate sufficient time to the work of the Risk Committee.
- 2.3. Members must meet the qualifications stipulated by relevant laws, particularly the Public Limited Company Act and the Securities and Exchange Act.
- 2.4. Members must be trustworthy and generally accepted.

3. Duties and Responsibilities

The Risk Management Committee shall perform the duties as assigned by the Board of Directors as follows:

- 3.1. To consider and review the organization's risk management policy to ensure alignment with the Company's objectives, key goals, strategies, and acceptable risk levels, so as to establish a consistent framework for risk management practices across all levels of employees within the organization, and to propose the risk management policy to the Board of Directors for approval.
- 3.2. To oversee that the Company identifies risks by considering both external and internal risk factors that may prevent the Company from achieving its objectives. At a minimum, such risks shall include strategic risks, operational risks, financial risks, compliance risks, as well as Environmental, Social, and Governance (ESG) risks, including climate change risks, energy and resource management risks, human rights risks, occupational health and safety risks, and emerging risks in the future (Emerging Risks).
- 3.3. To oversee and ensure that the Company assesses the impacts and opportunities arising from identified risks in order to prioritize risks, determine the acceptable level of risk (Risk Appetite), and establish appropriate risk management measures, including risk acceptance, risk reduction or control, risk avoidance, and risk transfer.
- 3.4. To oversee the appointment of responsible persons for compliance with the risk management policy, and to consider the organizational structure and approve the appointment of the risk management working team responsible for formulating risk management strategies and guidelines in alignment with the risk management policy, as well as supporting and promoting cooperation in risk management at all levels throughout the organization.
- 3.5. To regularly monitor and evaluate the effectiveness of the risk management policy, including reviewing the appropriateness and adequacy of the organization's risk management policies, strategies, and practices, in order to ensure that such policies, strategies, and practices are aligned with the Company's business strategies and directions and are capable of maintaining risk levels within acceptable limits.

- 3.6. To provide recommendations and support to the Board of Directors regarding enterprise risk management policies, including promoting and supporting the continuous and consistent improvement and development of the risk management system.
- 3.7. To communicate with the Audit Committee regarding significant risks for consideration of the adequacy of the internal control systems of the Company and its subsidiaries.
- 3.8. To arrange for the reporting of the performance of the Risk Management Committee to the Board of Directors on a quarterly basis and to prepare the Risk Management Committee's report for disclosure in the Company's annual report.
- 3.9. The Risk Management Committee may seek independent opinions from other professional advisors or subject matter experts when deemed necessary, at the Company's expense, subject to the approval of the Board of Directors.
- 3.10. To perform any other duties as assigned by the Board of Directors.

4. Term of Office

- 4.1. Members of the Risk Committee serve a term of three years from the date of their appointment, or for the duration of their term as a company director (if applicable).
- 4.2. A member who has completed their term may be reappointed if the Board of Directors deems it appropriate.
- 4.3. The terms of each Risk Committee member are staggered to ensure continuity of work.
- 4.4. If a member of the Risk Committee leaves their position, or for any reason is unable to complete their term, the Board of Directors must appoint a new member within three months. The person appointed as the replacement will serve only for the remainder of the term of the member they are replacing.
- 4.5. A member's position terminates immediately upon:
 - 4.5.1. Death
 - 4.5.2. Resignation
 - 4.5.3. Completion of their term, or termination of their position as a company director or executive
 - 4.5.4. A resolution by the Board of Directors to remove them from their position

- 4.6. a member resigns before their term ends, they should provide the company with at least one month's written notice, including their reasons, so that the Board can appoint a replacement. If the entire committee resigns, the outgoing members must remain in their roles until a new committee takes over.

5. Meetings

- 5.1. The Risk Committee will hold at least four meetings annually. They can invite management, auditors, or other relevant individuals to join the meeting or provide clarification on specific matters.
- 5.2. Meetings will be held at the company's head office or at another location determined by the Chairman of the Risk Committee. The Chairman can also choose to hold meetings electronically, provided all legal requirements are met.
- 5.3. Meeting documents must be sent to the committee members at least seven days in advance, giving them adequate time to review the information and request additional details. In urgent cases where the company's rights or interests are at stake, the meeting can be scheduled sooner. If the meeting is electronic, the invitation can be sent via email.
- 5.4. For a meeting to have a quorum, at least half of the total members must be present.
- 5.5. Decisions will be made by a majority vote, with each member having one vote. A member with a vested interest in a matter cannot vote on it. In the event of a tie, the Chairman of the meeting will cast an additional vote to make the final decision.

6. Performance Evaluation

The Risk Committee will conduct a self-assessment of its performance at least once a year. This evaluation will assess both the committee as a whole and the individual members. The annual results will be reported to the Board of Directors for their review and potential feedback to ensure continuous improvement and effectiveness.

This charter is effective as of February 20, 2025, and will be reviewed annually.