

Charter of the Risk Management Committee

Sabina Public Company Limited

The Board of Directors has implemented a comprehensive risk management system across the organization in alignment with the principles of good corporate governance. This serves as a management tool to enhance the likelihood of achieving the company's objectives. The Board of Directors, executives, and all employees are the owners of risks, responsible for identifying events, analyzing, and assessing the probability and severity of potential impacts on the operations of the company and its subsidiaries. Furthermore, measures are established to mitigate, prevent, and control risks, providing a framework for risk management processes that comprehensively cover the organization. These processes align with the objectives, goals, and strategic plans, including assessing anti-corruption risks for the company and its subsidiaries. Additionally, the company evaluates the effectiveness of its risk management, monitors situations, and reviews factors that may change over time.

1. Objectives

1. To ensure that the Risk Management Committee, the Board of Directors, and executives are informed of significant risks and overall risk profiles, enabling efficient and effective risk governance.
2. To ensure that executives and all employees implement the risk management system uniformly across the organization and integrate risk management as part of decision-making in strategy formulation, planning, and various organizational operations.
3. To enable the identification, assessment, mitigation, and prevention of risks comprehensively across the organization in order to appropriately reduce losses or damages to the organization.
4. To establish guidelines for risk management to maintain risks at an acceptable level by considering measures to effectively reduce the likelihood and/or impact of potential risks. This ensures the achievement of the company's objectives. The Board of Directors is responsible for risk assessment and the preparation of an Action Plan, along with determining preventive measures to monitor and manage risks to an appropriate and acceptable level.

2. Components and Qualifications

- The Chairman of the Risk Management Committee must exclusively be an independent director.
 - The Risk Management Committee must consist of at least three members.
 - The Board of Directors assigns the Audit Committee to oversee the Risk Management Committee.
- The Board of Directors appoints the Chairman of the Risk Management Committee and at least two other members.

3. Term of Office

3.1 The Risk Management Committee shall serve a term of office corresponding to the term of office of the company's directors. Members of the Risk Management Committee who have completed their term may be reappointed as members of the Risk Management Committee.

3.2 The Risk Management Committee shall vacate their positions when:

1. Death.
2. Resignation.
3. Lack of qualifications to serve as a member of the Risk Management Committee as specified in this charter or under any relevant laws.
4. A resolution for the removal is passed by the Board of Directors' meeting or the shareholders' meeting, as applicable.
5. A court order mandates their removal.

3.3 Any member of the Risk Management Committee wishing to resign must submit a written notice to the Chairman of the Board of Directors at least 30 days in advance.

3.4 In the event that a position in the Risk Management Committee becomes vacant for reasons other than the completion of a term, the Board of Directors shall appoint a qualified individual to fill the position and maintain the required number of committee members. The appointed individual will serve only for the remaining term of the committee member they are replacing.

4. Meetings

4.1 Agenda for the Meeting

The date, time, venue, and agenda for the meeting must be scheduled at least 7 days in advance, accompanied by sufficient supporting documents. A written record of the meeting must also be prepared.

4.2 Number of Meetings

The Risk Management Committee must meet at least twice a year and hold special meetings as necessary.

4.3 Attendees

For meetings of the Risk Management Committee, at least half of the total members must be present to constitute a quorum. The Risk Management Committee may invite other relevant individuals to participate in the meeting and provide related information. In the event that the Chairman of the Risk Management Committee is absent or unable to perform their duties, the attending members shall select one among themselves to act as the chairman of the meeting.

4.4 Voting Process

Resolutions of the Risk Management Committee meeting shall be based on a majority vote of the members present. Members with a conflict of interest in the matter being considered are not entitled to express opinions or cast votes on that matter. In the case of a tie, the chairman of the meeting shall cast an additional deciding vote.

5. Authority to Act

5.1 Seek advice from company experts or consultants (if available) or hire external consultants or specialists as needed, with expenses covered by the company.

5.2 Authorized to appoint a task force to assess and monitor risks across the entire organization.

6. Duties and Responsibilities

6.1 Establish policies, objectives, plans, and a risk management system for the company to ensure clarity and continuity, including the adequacy of the internal control system, for managing significant risks. Report such activities to the Audit Committee.

6.2 Promote and encourage collaboration in risk management across all levels of the organization.

6.3 Ensure that the company implements appropriate and effective risk management practices, including addressing risks related to fraud and corruption, with an emphasis on early warning signals and any irregularities.

6.4 Ensure that the company and its departments comply with laws and regulations related to the company's business operations.

6.5 Continuously improve the enterprise-wide risk management system to ensure its effectiveness.

6.6 Prepare a report by the Risk Management Committee to be disclosed in the company's annual report. The report must be signed by the Chairman of the Risk Management Committee.

6.7 Review, revise, and amend the Risk Management Committee's charter, and present it to the Board of Directors for approval.

6.8 Conduct a self-assessment at least once a year.

6.9 Perform any other tasks as assigned by the Board of Directors.

The Risk Management Committee Charter was approved in the 6th/61 meeting of the Board of Directors on December 21, 2018, and came into effect from the date of approval by the meeting onward.

Mr.Chakkris Uthayoplas

Chairman of Risk Management Committee