



TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED

Risk Management Committee Charter

P-BOD-018

	Document Revision Record		Code P-BOD-018
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	Risk Management Committee Charter		Revision 2

Revision	No.	Date	Page	Description/Details
1	1/2022	23/12/2022	All	Replace the Company new logo.
2	1/2025	12/11/2025	1-2	Add Clause 3. Qualifications of the Risk Management Committee. Add Clause 4. Appointment and Term of Office.
			3	Revise Clause 8: Performance Evaluation of the Risk Management Committee to be: <i>The Risk Management Committee should conduct a self-assessment of its performance at least once a year and summarize the results for submission to the Board of Directors for acknowledgment and consideration.</i>



1. Objective

The Risk Management Committee is established to support operations, build confidence among stakeholders, and ensure the sustainable growth of the Company, as well as to provide clarity regarding the composition, terms of office, powers, duties, responsibilities, and meetings of the Risk Management Committee. The Board of Directors has approved the establishment of a charter for the Risk Management Committee. This charter will serve as a guideline for performing duties in compliance with the law and in accordance with good corporate governance principles.

2. Composition

- (1) Be the director of the Company and appointed by the Board of Directors.
- (2) Comprise at least three (3) directors, with at least one (1) independent director.
- (3) The Board of Directors shall appoint one (1) of the Risk Management Committee members as the Chairman of the Risk Management Committee.
- (4) The Chairman of the Risk Management Committee should be an independent director to ensure the ability to perform duties and express opinions independently.

3. Qualifications of Director

The Chairman and members of the Risk Management Committee must possess the required qualifications and must not have any prohibited characteristics, as follows:

- (1) Be individuals with the knowledge, capability, and experience that are beneficial to the performance of duties as Chairman and members of the Risk Management Committee, and be able to devote sufficient time to performing their duties to ensure that the operations of the Risk Management Committee achieve their objectives.
- (2) Possess the qualifications and not have any prohibited characteristics as prescribed under the Public Limited Companies Act, the Securities and Exchange Act, or other applicable laws.

4. Appointment and Term of Office

- (1) The Risk Management Committee shall have a term of office of three (3) years per term, consistent with the term of office of the Company's directors. Risk Management Committee members who retire by rotation may be reappointed by the Board of Directors.
- (2) In the event that a position on the Risk Management Committee becomes vacant for reasons other than the expiration of the term of office, the Board of Directors shall appoint a qualified individual as a Risk Management Committee member to ensure that the Committee maintains the number of members as determined by the Board of Directors. The appointed individual shall hold office only for the remaining term of the member whom he or she replaces.



- (3) In addition to retirement upon the expiration of the term of office, a Risk Management Committee member shall vacate office upon the occurrence of any of the following events:
- (a) Death;
 - (b) Resignation;
 - (c) Loss of qualifications as a director or having prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, or other applicable laws; or
 - (d) A resolution of the Board of Directors removing such member from office.
- (4) Any Risk Management Committee member wishing to resign shall submit a written resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date the resignation letter is received by the Company.
- (5) A change in the Chairman of the Risk Management Committee shall not affect the term of office of the other Risk Management Committee members.

5. Powers, Duties, and Responsibilities

- (1) Establish and review the policy framework for enterprise risk management related to the Company's business operations.
- (2) Oversee and support the implementation of enterprise risk management in alignment with business strategies and objectives, as well as changing circumstances.
- (3) Provide guidance, monitor, and evaluate risk management activities to the Risk Management and Internal Control Committee (RMCC) (management level) for implementation.
- (4) Review enterprise risk management reports and provide feedback on potential risks, including recommendations for control measures or mitigation plans, and the continuous improvement of the enterprise risk management system for RMCC.
- (5) Consider and approve the annual risk management plan and present it to the Board of Directors for approval.
- (6) Oversee the risk management plan and the risk management system or processes to minimize the impact on the Company's business, including monitoring and evaluating the implementation of the enterprise risk management framework to ensure that the Company has adequate and appropriate risk management.
- (7) Support and develop risk management at all levels throughout the organization, including continuously and effectively improving various tools, and promoting a risk management culture.
- (8) Report on the results of enterprise risk management to the Board of Directors, and in the event of significant factors or events that may materially affect the Company, report to the Board of Directors for prompt acknowledgment and consideration.
- (9) Hold Risk Management Committee meetings at least once (1) per quarter.
- (10) Perform any other duties as assigned by the Board of Directors.



6. Meetings

- (1) The Risk Management Committee shall hold meetings at least once (1) per quarter.
- (2) For convening a Risk Management Committee meeting, the Chairman of the Risk Management Committee or the Secretary of the Risk Management Committee, as the designated person, shall send a meeting notice to the Risk Management Committee members at least seven (7) days before the meeting date. However, in urgent cases to protect the rights and benefits of the Company, the meeting notice may be given by other means and the meeting date may be set earlier.
- (3) Any Risk Management Committee member who has a conflict of interest in any matter shall not be present at the meeting and shall not have the right to vote on that matter.
- (4) The Risk Management Committee may invite other individuals, such as the Managing Director, Assistant Managing Directors of various departments, and department heads, to attend the meetings as appropriate. Additionally, separate meetings with such individuals may be considered if there are specific issues or considerations that should be discussed privately.

7. Quorum and Voting

- (1) In the Risk Management Committee meetings, at least half (1) of the total number of Risk Management Committee members must be present to constitute a quorum. If the Chairman of the Risk Management Committee is absent or unable to perform their duties, the attending Risk Management Committee members shall elect one (1) among them to act as the Chairman of the meeting.
- (2) Decisions of the meeting shall be made by a majority vote. Each Risk Management Committee member shall have one (1) vote. In the event of a tie vote, the Chairman of the meeting shall have an additional casting vote.

8. Risk Management Committee Performance Evaluation

The Risk Management Committee shall conduct a self-assessment of its performance at least once a year and summarize the results for submission to the Board of Directors for acknowledgment and consideration.

This Risk Management Committee Charter was reviewed and approved by the Board of Directors at Meeting No. 5/2025 on November 12, 2025, and has been effective from November 12, 2025.

- Kittisak Amornchairojkul -

(MR. KITTISAK AMORNCHAIROJKUL)

Chairman of Board of Directors