



บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)
TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED

กฎบัตรคณะกรรมการบริหารความเสี่ยง
Risk Management Committee Charter
P-BOD-018



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 and Qualifications of Directors

- (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 Chairperson of the Risk Management Committee.
- (4) The Chairperson of the Risk Management Committee should be an independent director to ensure the ability to perform duties and express opinions independently.

3. Appointment and Term of Office

- (1) The term of office for the Risk Management Committee members is three (3) years, in alignment with the term of office for the Company's directors. Risk Management Committee members who retire by rotation may be reappointed by the Board of Directors.
- (2) If a position on the Risk Management Committee becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a qualified individual to fill the vacancy, ensuring that the number of Risk Management Committee members meets the requirements set by the Board of Directors. The newly appointed member shall serve only for the remaining term of the member they are replacing.

4. Termination of Position

- (1) A Risk Management Committee member shall vacate their position upon:
 - (a) Completion of their term as a company director,
 - (b) Cessation of their status as a company director
 - (c) Death,
 - (d) Resignation,
 - (e) Disqualification or prohibition under the Public Limited Companies Act,
 - (f) A resolution by the Board of Directors for removal.



- (2) Any Risk Management Committee member wishing to resign shall submit a resignation letter to the Chairman of the Board of Directors. The resignation shall be effective from the date the resignation letter reaches the Company.
- (3) A change in the Chairperson of the Risk Management Committee shall not affect the tenure of 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 Chairperson 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 Chairperson 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 Chairperson 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 Chairperson of the meeting shall have an additional casting vote.

8. Reporting

The Chairperson of the Risk Management Committee shall report on the proceedings of the Risk Management Committee meetings and present a summary of the performance results to the Board of Directors.

This Charter of the Risk Management Committee was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

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(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors