



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

Risk Management Committee Charter

(กฎบัตรคณะกรรมการบริหารความเสี่ยง)

Risk Management Committee Charter

1. Objectives

In order to support the work, bolster stakeholder confidence, and allow the Company to grow sustainably as well as clarify issues such as Company composition, duration for positions, roles and responsibilities, and the Risk Management Committee meeting, the Board of Directors has created this Risk Management Committee Charter as a guideline for legal compliance and alignment to the principles of good corporate governance.

2. Composition and Qualifications of the Risk Management Committee

- 1) Be a director of the Company and has received appointment from the Board of Directors.
- 2) Comprises of at least 3 person with at least one independent director.
- 3) The Board of Directors shall appoint one member of the Risk Management Committee to act as CRO (Chief Risk Officer).
- 4) The CRO must be an independent director, so that he can perform his role and express opinions independently.

3. Duration

- 1) The Risk Committee shall have a duration of 3 years and should be in synch with the duration of the Company directors. Members of this Committee who complete their term may be re-appointed by the Board of Directors.
- 2) If a position in the Risk Committee becomes vacant apart from normal end of term, a new person with the requisite qualifications will be appointed as replacements in order that the Risk Committee maintain its numbers according to the Board of Directors' specifications, whereby this replacement member will only serve to the original term of the person he replaced (not an additional 3 years).

4. Leaving the Position

- 1) A Risk Committee member can leave his position in the event of:
 - 1.1) Normal end of term.
 - 1.2) He leaves his role as a company director.
 - 1.3) Death
 - 1.4) Resignation
 - 1.5) Loss of qualification or become a prohibited person according to the Listed Corporation Act.
 - 1.6) The Board of Directors vote for his termination.

- 2) The Risk Committee member who resigns from his position must tender his resignation to the CEO, and this will be effective on the date of his resignation.
- 3) Change of CRO will not impact the other members of the Risk Committee.

5. Scope, Roles, and Responsibilities

- 1) Define and revise Risk Management Policy regarding business operations.
- 2) Oversee and support risk management operations in line with business objectives and changing conditions.
- 3) Propose guidelines, monitor, and evaluate the risk management process to the executive-level Risk Management and Internal Control Committee (RMCC) for implementation.
- 4) Evaluate the risk management process and make suggestions regarding risks, including control guidelines and mitigation plan as well as improvements to the risk management process to the RMCC for continuous efficiency improvement.
- 5) Consider and approve annual risk management plan and seek approval from the Board of Directors.
- 6) Supervise the risk management plan and risk management processes to mitigate impact on business while also monitoring and evaluating risk framework throughout the organization so that the Company will have sufficient risk management.
- 7) Support and develop risk management at every level of the Company, including providing necessary tools continuously and efficiently as well as creating a risk management culture.
- 8) Report risk management progress to the Board of Directors for acknowledgment. For critical factors that impact the Company, report to the Board of Directors to acknowledgment and urgent action.
- 9) The Risk Management Committee should convene at least once a quarter.
- 10) Work on other duties as assigned by the Board of Directors.

6. Meetings

- 1) The Committee must convene for a meeting at least once a quarter.
- 2) In summoning the Risk Management Committee meeting, the CRO or committee secretary, in her capacity as arranger, will issue invitation letters to various Committee members 7 days in advance of the meeting, except in cases where it is urgent and critical to protecting Company interest. In such cases, the meeting may be summoned in other faster ways.
- 3) The Risk Management Committee members that have certain conflict of interests must not be in the meeting and must abstain from voting in matters pertaining to their conflict of interest.

- 4) The Risk Management Committee may invite other participants such as the Managing Director (MD), Deputy MD in other business lines, or division managers to join the meeting when appropriate, and breakout sessions can also be arranged for specific topics.

7. Quorum

- 1) The majority of the Risk Management Committee must attend, so that the RMC can complete its quorum. In the event that the CRO is not present at the meeting or can not perform his duty, the Risk Management Committee will nominate one amongst their members to act as Chairman in the meeting.
- 2) The decision of the meeting will be based on simple majority (not necessarily unanimous). Each Committee member has one vote. If there is a tie, the Chairman of the meeting will decide the tie break.

8. Reporting

The Chairman of the Risk Management Committee will present a report and conclusions of the meeting to the Board of Directors.

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(Mr. Kittisak Amornchairojkul)
Chairman of the Board