



**BANGKOK ASSET**  
INTERGROUP



## **Charter of the Risk Management Team**

**Bangkok Asset Intergroup Public Company Limited**

**Internal Use**

BAI-Charter-RISK-003

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**Bangkok Asset Intergroup Public Company Limited**

**1. Objectives**

The Charter of the Risk Management Team is established to define the framework for risk management operations of Bangkok Asset Intergroup Public Company Limited (“the **Company**”), as well as to determine the structure, roles, duties, and responsibilities of those involved in risk management activities and the composition of the Risk Management Team. This shall assist the Company in achieving its goals and targets successfully. It serves as an effective mechanism for the Audit Committee and the Board of Directors to oversee the risk management of the Company in accordance with universally accepted enterprise risk management principles and to implement systematic and integrated risk management approaches. This shall contribute to the Company's operational efficiency, goal achievement, and preservation or creation of value from overall management operations.

**2. Definitions**

**"Company"** refers to Bangkok Asset Intergroup Public Company Limited.

**"Team"** refers to The Risk Management Team of Bangkok Asset Intergroup Public Company Limited.

**3. Composition and Appointment**

The Risk Management Team is appointed by the Board of Directors to assist the Board in overseeing risk management at various levels within the organization. This ensures that the Team effectively implements the risk management system, covering all types of risks associated with the organization's business operations comprehensively. The Board of Directors appoints the Chairman of the Team.

The members of the Team are released from their positions under the following circumstances:

- (1) Resignation
- (2) Death
- (3) Resolution by the Board of Directors to remove them from the position

The Team comprises the Chief Executive Officer (Serving as the Chairman), and department heads from various departments as members. The Chief Administrative Officer serves as the secretary of the Team.

#### **4. Powers, Duties, and Responsibilities**

The Team has the authority to require relevant officers within the organization to provide clarifications or information, attend meetings with the Team, take actions or perform any necessary tasks to fulfill their responsibilities as stipulated in this Charter or any special duties as additionally assigned by the Audit Committee and the Board of Directors on a case-by-case basis.

##### **Duties and Responsibilities**

- (1) To formulate risk management policies and frameworks, including determining risk assessment criteria and the company's risk appetite levels, to serve as operational guidelines within the Company. To present these to the Audit Committee and the Board of Directors for review and approval.
- (2) To Implement the risk management policies and frameworks approved by the Board of Directors within the respective lines of command they are responsible for.
- (3) To study and analyze the causes/risk factors that impact objectives, including identifying critical risks that may affect strategies and business plans, as well as risks arising from corruption.
- (4) To establish measures for risk management and develop risk management plans within their respective lines of command.
- (5) To meet, explain, communicate, publicize, and provide consultation on risk management to personnel within the units to raise awareness and understanding of the importance of risk management.
- (6) To monitor performance and report risk management results to the Audit Committee.
- (7) To perform any other tasks related to risk management as assigned by the Audit Committee and the Board of Directors.

#### **5. Meetings**

- (1) The Team shall hold regular meetings at least once per quarter. The Team may invite any non-member to attend the meetings.
- (2) At each meeting, no less than one-half of the total number of current Team members must be present to constitute a quorum.
- (3) In the event that the Chairman or Vice Chairman of the Team is not present at the meeting and no acting Chairman has been appointed, the attending members shall elect one member to chair that meeting.
- (4) The Chairman of the Team may call an extraordinary meeting upon the request of members to discuss additional critical organizational risk issues that require joint consultation.
- (5) The Team may invite individuals responsible for or involved in the agenda items to attend the meetings or present information.

- (6) The secretary of the Team or the Risk Management Unit shall be responsible for scheduling meetings, preparing meeting agendas, distributing meeting materials, and recording minutes. Meeting invitations and materials should be sent at least 7 days prior to the meeting date.
- (7) For voting purposes, the Chairman and each Team member shall have one vote each, with majority votes being the decision criteria. In the event of a tie, the Chairman shall have an additional casting vote. The secretary shall not have voting rights.

## **6. Reporting**

The Team shall regularly report on the performance of its duties and risk management-related reports, such as the organizational risk status report, to the Board of Directors at least twice a year, as necessary and appropriate. This is to ensure that the risk management framework and guidelines remain applicable and consistent with the Company's environment. The purpose is to ensure that the Board of Directors is aware of and recognizes the significant risks facing the organization and the factors that may impact on the organization's future risk status.

## **7. Charter Review**

The Team shall regularly review the appropriateness of this Charter on an annual basis to ensure that its content aligns with the Company's risk management objectives and strategies. Any significant amendments to the Charter must be approved by the Board of Directors.

The Company shall annually evaluate the performance of the Risk Management Team at least once a year and report the evaluation results to the Board of Directors every year.

This Charter of the Risk Management Team is notified and effective from November 11, 2023.

Signed *- Mr. Siripol Yodmuangcharoen -*

(Mr. Siripol Yodmuangcharoen)

Chairman of the Board of Directors

Bangkok Asset Intergroup Public Company Limited