

**Corporate Risk Management Committee Charter**  
**Pruksa Holding Public Company Limited**

## **Corporate Risk Management Committee Charter**

### **1. Purpose**

The mission of the Corporate Risk Management Committee is to support the Company's activities, build confidence among stakeholders and for sustainable growth as well as clarity on the composition, office term, authority, responsibility, and meetings of the Corporate Risk Management Committee. Therefore, the Board of Directors approved the preparation of a Corporate Risk Management Committee Charter for use as operating guidelines in performing duties for compliance with laws and in line with good governance principles.

### **2. Composition and qualifications of the Corporate Risk Management Committee**

- 1) Being a director of the Company and appointed by the Board of Directors
- 2) Comprising at least three directors, with at least one of them being an independent director
- 3) The Board of Directors shall appoint one of the Corporate Risk Management Committee as the Chairman of the Corporate Risk Management Committee
- 4) For independence of the performance of duty and expression of opinion, the Chairman of the Corporate Risk Management Committee should be an independent director

### **3. Office term**

Member of Corporate Risk Management has an office term of three years, expiring with the directorship's term, and upon completing an office term, on the expiration of the term may be appointed by the Board of Directors re-appointed.

In addition to completing an office term as mentioned above, Member of Corporate Risk Management Committee may vacate office upon

- 1) Death
- 2) Resignation
- 3) Lack of the qualifications of a company director or having a prohibited characteristic as specified by law on public limited companies or having a characteristic indicating a lack of appropriateness in respect of trustworthiness in managing a business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange (4<sup>th</sup> revision) B.E. 2551.
- 4) Removal by a meeting resolution of the Board of Directors.

In case Member of Corporate Risk Management Committee wishes to resign, he/she shall submit a resignation letter to the Chairman of the Board of Directors.

In case of a vacancy in the Corporate Risk Management Committee due to a reason other than completing an office term, the Board of Directors shall appoint a person who is qualified and not prohibited by law to fill the vacancy. In case the remaining term of the vacancy is less than two months, the Board of Directors may choose not to appoint a person to fill the vacancy. The term of the director appointed to fill the vacancy shall be equal to the remaining term of the Corporate Risk Management Committee member being replaced.

#### **4. Authority**

- 1) To acknowledge and recommend policy, strategy, and guidelines on risk management for the group
- 2) To review the risk management plan and process for the whole group.
- 3) To acknowledge risks and consider management actions to address the risks.
- 4) To ensure compliance to the corporate risk management framework.
- 5) To report the risk management actions in addressing and mitigating risks to the Board of Directors. In cases that may have a significant impact on the financial position and operating results of the Company, the Corporate Risk Management Committee shall report to the Board of Directors for consideration in a timely manner.
- 6) To perform other duties as assigned by the Board of Directors

#### **5. Responsibility**

The Corporate Risk Management Committee is directly responsible to the Board of Directors under the scope of authority and responsibility given in this charter and the Board of Directors is responsible for the Company's business operations to outsiders.

#### **6. Meeting**

- 1) To hold meeting of the Corporate Risk Management Committee at least six times per year.
- 2) In calling a meeting, the Chairman of the Corporate Risk Management Committee or the Secretary of the Corporate Risk Management Committee, as assigned, shall send a written meeting notice to Corporate Risk Management Committee members at least seven days in advance of the date of the meeting, except in case of urgency, for the benefits of the Company, a meeting notice may be made otherwise, with an earlier date.
- 3) Member of Corporate Risk Management Committee who has a stake in any matter shall not be present at the meeting and shall not exercise the voting right on that matter.

- 4) The Corporate Risk Management Committee may invite other persons such as the chief executive officer, assistant managing directors for departments, and heads of divisions to join meetings as appropriate and may consider organizing separate meetings with such other persons in case there are specific points for discussions.

## **7. Quorum**

- 1) In a meeting of the Corporate Risk Management Committee, there shall be at least one half of the number of the Corporate Risk Management Committee members to form a quorum. In case the Chairman of the Corporate Risk Management Committee is not present at a meeting or is not capable of performing the duty, the attending members of the Corporate Risk Management Committee shall elect among themselves one member to chair the meeting.
- 2) In a meeting, a resolution shall be passed by a majority of the votes with one member of Corporate Risk Management Committee having one vote. In case of a tie vote, the chairman of the meeting shall cast one more vote as the casting vote.

## **8. Reporting**

The Chairman of the Corporate Risk Management Committee shall prepare the Corporate Risk Management Committee's minutes of meetings and a summary report of operating results for submission to the Board of Directors.

This charter is effective from May 11, 2016 onward.

(Dr. Pisit Leehtam)

Chairman of the Board of Directors

Pruksa Real Estate Public Company Limited

Note: The English translation of the Corporate Risk Management Committee Charter is for the purpose of understanding by foreigners; only the Thai version of the texts is legally binding.