


Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Risk Management Committee Charter	Doc. No.	POL-BOD_67-003
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024 dated 28 February 2024	Issue No.	10.0
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## 1. Definitions

“The Company”	Gunkul Engineering Public Co., Ltd.
“The Group”	Subsidiaries and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee”	Risk Management Committee of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee member”	Risk Management Committee member of Gunkul Engineering Public Co., Ltd.
“Independent Director”	Non-executive director with independent qualifications in accordance with the requirements of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551
“Executives”	Persons holding position from Assistant Vice President level and above of Gunkul Engineering Public Co., Ltd. and the Group


## 2. Objectives

The Board of Directors deems appropriate to establish “Risk Management Committee Charter” to serve as a framework and guideline for carrying out the duties as assigned by the Board of Directors. The Risk Management Committee is responsible for supporting the Board of Directors in establishing policies and guidelines for risk management; consisting of key risks, sustainability risks (ESG Risk), and emerging risks, creating risk management plan, assessing risks, and recommending preventive measures and solutions. Including monitoring and supervising operations to ensure that they are in accordance with the specified measures to create a systematic management process for risk management covering the entire organization. This will help reduce the impact on business operations and comply with rules, regulations, and laws sets by various regulatory agencies.

## 3. Components, Appointment, and Qualifications

### 3.1 Components and Appointment

3.1.1 The Board of Directors is responsible for appointing the Risk Management Committee by selecting from a number of directors and/or executives of the Company and/or qualified individuals.

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3.1.2 The Risk Management Committee shall consist of at least 3 persons and half of them must not be executives of the Company.

3.1.3 The Board of Directors is required to appoint the Chairman of the Risk Management Committee.

3.1.4 The Company shall propose its employees to serve as the Secretary to the Risk Management Committee with approval from the Risk Management Committee.

## 3.2 Qualifications

3.2.1 The Chairman of the Risk Management Committee must not be the Chairman of the Board of Directors.

3.2.2 The Risk Management Committee member must have knowledge and understanding of the Company's business, knowledge and experience in risk management, investment management or have specific expertise that is an important factor in giving advice on the Company's business operations to achieve the Company's objectives.

3.2.3 The Risk Management Committee member must not be directors, executives, or entrepreneurs in businesses that operate in the same manner as the Company and compete with the Company's business.

3.2.4 The Risk Management Committee member must not possess any prohibited characteristics under the Public Company Act, Securities and Exchange Act and any other relevant laws.

3.2.5 Able to devote sufficient and appropriate time to performing duties.


## 4. Term of office and Removal from the post

### 4.1 Term of office

4.1.1 The Risk Management Committee member has a term of office of 3 years. The Risk Management Committee member who retire by rotation may be re-appointed by the Board of Directors for another term.

4.1.2 In the event that the Risk Management Committee position becomes vacant for reasons other than retirement by rotation in section 4.1.1., the Board of Directors shall appoint a qualified person to be Risk Management Committee member to fulfill the numbers as specified by the Board of Directors in this charter. The person appointed is allowed to stay in the office for the remaining term only.

4.1.3 In appointing new Risk Management Committee member to fill the positions according to the specified number, the process must be expedited quickly to ensure continuity in the operations of the Risk Management Committee.

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## 4.2 Removal from the post

4.2.1 The Risk Management Committee is required to leave office in the following cases:


- (1) Death
- (2) Resignation
- (3) Lack of qualification to be the Risk Management Committee member or has the prohibited characteristics in accordance with the law on public limited company, laws and/or notification on securities and exchange and related laws and/or any other related notifications
- (4) Resolution of the Board of Directors with majority vote on removal
- (5) Expiry of term

4.2.2 The Risk Management Committee member who wish to resign from the Risk Management Committee must notify the Company in writing of their intention at least 1 month in advance unless there is force majeure and specify the reasons.

## 5. Scope of Authority, Duties, and Responsibilities

The Board of Directors has determined the scope of authority, duties and responsibilities of the Risk Management Committee as follows:

- 5.1 To establish policies, guidelines and operational framework for the Company's risk management to be used as a guideline for operating business in accordance with the law on securities and exchange, requirements of the Stock Exchange of Thailand or laws related to the Company's business, including anti-corruption measures and guidelines.
- 5.2 To prepare emerging risk management plan and analyze the impact of emerging risks.
- 5.3 To supervise, monitor and support risk management to be successful at the organizational level as well as project level by considering the risks in each area to assess, analyze and make decisions to ensure that there is risk management process covering every step of business operation.
- 5.4 To review risk management practices and framework by comparing with international practice and provide recommendations for corrections and improvements as appropriate to the Board of Directors.
- 5.5 To assess performance of the Risk Management Committee, including providing suggestions for development and improvement and propose to the Board of Directors for use as information in setting policy guidelines for continuous organizational development.
- 5.6 To consider and review the Risk Management Committee Charter annually.

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5.7 To prepare the performance report of the Risk Management Committee and disclose in the Annual Registration Statements (Form 56-1 One Report), which the report is signed by the Chairman of the Risk Management Committee

- (1) Overall comments or remarks that the Risk Management Committee received from performing duties in accordance with the Risk Management Committee Charter.
- (2) Any other reports that the Risk Management Committee deems that shareholders and investors should know within the scope of authority and responsibilities assigned by the Board of Directors.
- (3) Number of meetings held and meeting attendance of each Risk Management Committee member. Including remuneration received by each Risk Management Committee member.

5.8 In performing duties, the Risk Management Committee may request independent opinions from any other professional consultant when deemed necessary at the expense of the Company or appoint a working group when it is considered necessary and appropriate.

5.9 To perform any other task as assigned by the Board of Directors.


## 6. Meeting

### 6.1 Number of meeting

- 6.1.1 The Risk Management Committee must hold a meeting at least 4 times a year. Additional meeting may be held as the Chairman of the Risk Management Committee deems appropriate.
- 6.1.2 The Chairman of the Risk Management Committee may call a special meeting when deemed necessary or requested by the Risk Management Committee member or the Chairman of the Board of Directors to consider agendas that require special discussion in addition to regular meetings.
- 6.1.3 Details of number of meetings held and meeting attendance of each Risk Management Committee member shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

### 6.2 Meeting attendees

- 6.2.1 In the meeting of the Risk Management Committee, at least half of the total number of the Risk Management Committee members must present at the meeting to constitute a quorum and the Chairman of the Risk Management Committee shall chair the meeting.

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6.2.2 If the Chairman of the Risk Management Committee is not in the meeting or is unable to undertake his/her duty, the Risk Management Committee shall select one of the Risk Management Committee members to chair the meeting.

6.2.3 At the meeting, the Risk Management Committee may invite directors or executives of the Company or those related to the proposed agenda to attend the meeting to provide relevant information, except for directors who serve as the Audit Committee members.

6.2.4 The Secretary to the Risk Management Committee must attend every meeting and in case of necessity unable to attend the meeting, the Company may assign another person to attend the meeting instead.

### 6.3 Meeting agenda

6.3.1 In the meeting of the Risk Management Committee, the meeting agenda shall be set in advance, which should at least include the following agenda:

- (1) Matters to be informed to the meeting by the Chairman
- (2) Approval on the previous meeting minutes
- (3) Review of the matters continued from the previous meeting
- (4) Matters to be discussed
- (5) Matters to be informed
- (6) Other matters

6.3.2 Meeting documents shall be submitted to the Risk Management Committee and meeting attendees at least 7 days prior to the meeting date so there is sufficient time to study the information and to request additional information. Except in the case of urgent necessity to look after the rights or interest of the Company, the meeting invitation can be notified by other means or meeting date can be set earlier than that.


### 6.4 Voting

6.4.1 The meeting resolution requires a majority vote of the Risk Management Committee members attending the meeting and casting votes. Each Risk Management Committee member has one vote to cast. If the votes are on par, the Chairman of the meeting shall cast a decisive vote.

6.4.2 The Risk Management Committee member who has an interest in the matter being considered must abstain from voting on such matter.

### 6.5 Meeting minutes

6.5.1 The Secretary to the Risk Management Committee or the person assigned is required to prepare the meeting minutes and submit to the Risk Management Committee without delay.

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6.5.2 The Secretary to the Risk Management Committee or the person assigned is required to submit the meeting minutes and prepares work plans (if any) to the related agencies for acknowledgement and to serve as a guideline for action in accordance with the policies and guidelines set forth.

## 7. Reporting


- 7.1 The Risk Management Committee is responsible for reporting to the Board of Directors the results of its meeting regularly or any other matters that the Board of Directors should know, along with comments on guidelines and suggestions as appropriate.
- 7.2 In the event that there are important actions or content that may have a significant impact on the Company's operations or good corporate governance practices, code of conduct, and business ethics, the Risk Management Committee is required to report to the Board of Directors within an appropriate period.
- 7.3 The Chairman of the Risk Management Committee shall disclose the process and criteria for assessing the performance of the Risk Management Committee, number of meetings held, and meeting attendance of each Risk Management Committee member, including remuneration received by each Risk Management Committee member over the past year in the Annual Registration Statements (Form 56-1 One Report).

## 8. Performance Assessment

- 8.1 The Risk Management Committee is responsible for assessing its own performance every year and report the assessment results to the Board of Directors.
- 8.2 Process and criteria for assessing the performance of the Risk Management Committee shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

## 9. Remuneration

- 9.1 At the Annual General Meeting of Shareholders, shareholders will determine the remuneration of the Risk Management Committee.
- 9.2 Details of remuneration over the past year of each Risk Management Committee member shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

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## 10. Orientation and Training

### 10.1 Orientation

All newly appointed Risk Management Committee members are required to attend the “Orientation for new directors” as specified by the Company.

### 10.2 Training


The Company has a policy of continuously encouraging the Risk Management Committee members to attend training to enhance their knowledge under the good corporate governance and sustainable development plans.

### Transitory Provisions

The person appointed to be the Risk Management Committee member before the effective date of this Risk Management Charter shall continue to hold position and have full authority and duties as the Risk Management Committee member until the expiry of term or another person is appointed to make the replacement. This charter does not affect any act undertaken before this charter is in effect. Any act being undertaken before this charter is in effect shall be continued until completion. In addition, if the Risk Management Committee is of the opinion that immediate enforcement of this charter in any matter may have an impact on the Company’s operations, the Risk Management Committee may require that the original rules and regulations in this matter be enforced for the time being.

In addition, persons in any position appointed by the Risk Management Committee before the effective date of this charter, including the Secretary to the Risk Management Committee, shall continue to have the authority and duties in that position until the expiry of term or another person is appointed to make the replacement.



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### Revision Record

Document No.	Issue No. /Revision No.	Date	Revised part	Reason of revision	Date of Cancellation
OMD 2551/07	1.0	27 OCT 2008	Charter introduced (Initially called: Authority and duty of the board of directors and sub-committee)	To comply with the concept of the supervision and operation units at present	9 NOV 2012
OMD 2555/01	2.0	9 NOV 2012	Improvement made to the entire charter (Initially called: Authority and duty of the board of directors and sub-committee)	Coverage extended to authority, duty and responsibility to appoint additional sub-committee	22 NOV 2016
OMD 2559/03	3.0	22 NOV 2016	Improvement made to the entire charter (Changed to Charter of the risk management committee)	To determine and separate the charter of each committee	25 DEC 2017
OMD 2560/07	4.0	25 DEC 2017	Reviewed	To comply with the principles of the current supervisory and operational departments.	19 NOV 2018
OMD 2561/13	5.0	19 NOV 2018	Reviewed	To comply with the principles of the current supervisory and operational departments.	8 NOV 2019
OMD 2562/12	6.0	8 NOV 2019	Reviewed	To comply with the principles of the current supervisory and operational departments.	1 MAR 2021
POL-BOD 64-004	7.0	1 MAR 2021	Reviewed	To comply with the principles of the current supervisory and operational departments.	12 NOV 2021
POL-BOD 64-029	8.0	12 NOV 2021	Reviewed	To comply with the principles of the current supervisory and operational departments.	10 NOV 2022
POL-BOD 65-003	9.0	10 NOV 2022	Reviewed	To comply with the principles of the current supervisory and operational departments.	28 FEB 2024
POL-BOD 67-003	10.0	28 FEB 2024	Reviewed	To comply with the principles of the current supervisory and operational departments.	-