

## **Risk Management Committee Charter**



**THAI AUTO TOOLS AND DIE PUBLIC COMPANY LIMITED**  
**("The Company")**



## 1. Purpose

The Risk Management Committee will assist the Board of Directors in overseeing the overall risk management process of Thai Auto Tools and Die Public Company Limited (“**the Company**”) and subsidiaries (collectively referred to as the “**Group**”) to ensure that risks are controlled to remain within acceptable levels. The Risk Management Committee must specify an effective risk management plan that covers all risks, including reporting risk management results to the Board of Directors.

## 2. Composition and Qualifications of the Risk Management Committee

The Board of Directors has appointed the Risk Management Committee to comprise at least three members, selected from among the Company's directors and/or a number of executives of the Group who possess the qualifications without the prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and any other relevant laws. At least three members of the Risk Management Committee must be Company directors, and at least one member must be an independent director.

The Risk Management Committee shall select one member of the Risk Management Committee to serve as the Chairman of the Risk Management Committee and appoint a secretary to assist the Risk Management Committee in its operations, such as scheduling meetings, preparing meeting agendas, delivering meeting documents, and recording meeting minutes.

## 3. Term of Office

- The Risk Management Committee has a term of office of three years, consistent with the term of office of the Board of Directors
- If a risk management director is removed from office as a Company director due to completion of term and is reappointed into his position as Company director for another term by a shareholder meeting, the director shall have a continuous term of risk management director until the completion of the aforementioned three-year period.
- Risk management directors who leave their office according to term are eligible for reappointment, as deemed fitting by the Board of Directors.



- A Risk Management Committee member shall cease to hold office upon any of the following:
  - Expiration of the term of office.
  - Loss of status as a director of the Company.
  - Resignation.
  - Death.
  - The Board of Directors has voted to remove the person from office.
- In the event that a position on the Risk Management Committee becomes vacant for reasons other than the expiration of term, the Board of Directors shall appoint a qualified individual to the Risk Management Committee. The person so appointed to shall remain in the Risk Management Committee for only the remaining term of the Risk Management Committee member whom he or she replaces.

#### 4. Powers, Duties and Responsibilities of the Risk Management Committee

The Risk Management Committee has the following scope of powers, duties and responsibilities:

1. Establish a risk management policy, acceptable risk level (risk appetite) and maximum risk level that the organization will accept (risk tolerance) and present the risk management policy to the Board of Directors for consideration and approval, which must cover various types of important risks both from outside and inside the organization.
2. Provide feedback on risk assessment results and develop strategies, guidelines and measures for risk management and appropriate action plans in line with the risk management policy, including recommendations for prevention and methods for reducing risk to an acceptable level, as well as monitoring action plans to manage the remaining risks of the Group to ensure appropriate risk management.
3. Continuously monitor and follow up on compliance with risk management policies and frameworks to ensure that the Group has an effective risk management system throughout the organization under the guidelines and policies approved by the Board of Directors and in line with business strategies and goals, including changing business circumstances.



4. Provide advice and consultation to the working group involved in risk management, including considering appropriate approaches for various operations as necessary and related to the development of appropriate and continuous risk management systems.
5. Report to the Board of Directors on the overall risk management, operations and risk status of the Group, including any changes and improvement requirements, to ensure consistency with the established business policies and strategies. Furthermore, in the event that there are important factors or events that may have a significant impact on the Group, they must be reported as soon as possible to the Board of Directors for acknowledgement and consideration.
6. Oversee and support the review and revision of risk management policies and frameworks at least annually to ensure that such risk management policies and frameworks are consistent with the current business environment.
7. Consider improvements, amendments and provide opinions on various risk management policies, plans and processes and present them to the Board of Directors for consideration and approval.
8. Perform other tasks as assigned by the Board of Directors.

The Risk Management Committee may delegate authority and/or assign other persons to perform specific tasks on its behalf. Such delegation and/or assignment shall be within the scope of the power of attorney provided and/or in accordance with the regulations, requirements, or orders of the Board of Directors. The delegation of authority by the Risk Management Committee must not be in the nature of a delegation or sub-delegation of authority that would allow the Risk Management Committee or its authorized representative to approve any transaction in which they or their related persons (as defined in the relevant announcements of the Capital Market Supervisory Board or the Securities and Exchange Commission) may have an interest, may receive any benefit in any manner, or may have any other conflict of interest with the Company and/or its subsidiaries.



## 5. Meetings

- The Risk Management Committee shall hold at least two meetings per year and shall have the power to call additional meetings as necessary and appropriate.
- The meeting agenda and supporting documents must be submitted to the Risk Management Committee at least 3 days in advance of the meeting, except in cases of urgency to protect the rights or benefits of the Group, in which case the meeting notice may be given less than three days in advance. In a meeting of the Risk Management Committee, at least half of the total number of Risk Management Committee members must be present to constitute a quorum.
- The Risk Management Committee may also arrange for meetings to be held via electronic media. However, if the meeting is held via electronic media, the meeting invitation may be sent via electronic mail. The person responsible for organizing the meeting must comply with the following:
  - 1) Arrange for participants to present themselves to the meeting via electronic media before joining the meeting.
  - 2) Prepare meeting minutes in writing
  - 3) Arrange for an audio recording, or both audio and video, of all meeting participants throughout the meeting in electronic form and to be considered part of the meeting minutes.
- The Chairman of the Risk Management Committee shall act as chairman of the meeting in the event that the Chairman of the Risk Management Committee is absent or unable to perform his duties. If the Company has appointed a Vice Chairman of the Risk Management Committee, the Vice Chairman of the Risk Management Committee shall preside over the meeting. If there is no Vice Chairman of the Risk Management Committee appointed or there is one but he is unable to perform his duties, The Risk Management Committee members who attend the meeting shall elect one Risk Management Committee member to be the chairman of the meeting.
- The Risk Management Committee may invite persons responsible for or involved in matters on the agenda to attend meetings to provide facts or present information.



- The Risk Management Committee may consult with independent experts (if necessary) at the Company 's expense, subject to approval by the Board of Directors.
- Resolutions at meetings of the Risk Management Committee shall be based on a majority vote of the Risk Management Committee members attending the meeting and having the right to vote. Any Risk Management Committee member who has a stake in any matter shall not participate in the consideration or vote on that agenda item. In the event of a tie, the Chairman of the meeting shall cast an additional deciding vote.
- The Secretary of the Risk Management Committee shall ensure that minutes of the Risk Management Committee meetings are completed within 14 days of each Risk Management Committee meeting and shall compile certified documents for reference and verification.

## 6. Performance Review

The performance review of the Risk Management Committee shall be held annually. The evaluation shall be of the entire Risk Management Committee and individual members, and the results of the evaluation shall be reported to the Board of Directors.

## 7. Charter Review

The Risk Management Committee shall review this Charter at least annually.

This policy was approved by the Board of Directors Meeting No. 4/2025 on 14 November 2025, effective from 14 November 2025 onwards.

- Dr. Damri Sukhotanang -  
Dr. Damri Sukhotanang  
Chairman of the Board of Directors