

**ENERGY ABSOLLUTE PUBLIC COMPANY LIMITED**  
**CHARTER OF THE RISK MANAGEMENT COMMITTEE**

**1. Objective**

The Risk Management Committee will be appointed by the Board of Directors to support the Board of Directors to determine the risk management policy covering the entire organization, including supervision of the risk management system or process to eliminate/reduce the impact on the Group's business appropriately by establishing elements, the scope of authority, duties and responsibilities so that the Risk Management Committee can perform its duties effectively.

**2. Composition and qualification**

- 2.1 The Board of Directors considers the appointment of the Risk Management Committee which consists of at least (5) five directors.
- 2.2 The Risk Management Committee shall consist of at least half of Independent Directors and the directors at least half must have knowledge either in finance or accounting or law or risk management or expertise in the business operation of the group of companies.
- 2.3 The Chairman of the Risk Management Committee will be selected by the Meeting of the Risk Management Committee.

**3. Term of office**

- 3.1 The Risk Management Committee Members have a term of office in accordance with their terms of being the Board of Directors.
- 3.2 Unless otherwise specified in clause 3.1, the Risk Management Committee shall vacate office upon:
  - Cease from being the Company's directors;
  - Death;
  - Resign from being the Risk Management Committee member;
  - being removed by a resolution of the Board of Directors.

The cessation from being the Risk Management Committee member by resigning from the Risk Management Committee and being removed by a resolution of the Board of Directors shall not affect the position of director and any other directorship in the sub-committees.

- 3.3 In case of a vacancy in the Risk Management Committee member, the Board of Directors shall select a new person who is qualified and not prohibited by law as a member in replacement thereof.

**4. Duties and Responsibilities**

- 4.1 To determine the risk management policies, supervision and support effective risk management covering the Company's business operations, including corruption risks as well as consider and review measures to prevent risks from being acceptable risk levels;

- 4.2 To follow up on implementation review risk management reports and take steps to ensure adequate and appropriate risk management. Risk management can be managed to an acceptable level and risk management has been implemented continuously;
- 4.3 To regularly liaise with the Audit Committee by exchanging knowledge and information regarding risks and internal controls which affect or may affect the Company;
- 4.4 To support the establishment of a strong, appropriate and adequate culture of risk management and preventive measures.

## **5. Meeting and Reporting of the Risk Management Committee**

- 5.1 The Risk Management Committee Meeting shall be held as they deem appropriate. In this regard, the Chairman of the Remuneration Committee is able to summon the Meeting as appropriate or requested by the Risk Management Committee members.
- 5.2 The quorum of the Risk Management Committee shall consist of at least half of the Risk Management Committee to constitute a quorum.
- 5.3 In the vote, the Risk Management Committee is entitled to one vote and a majority vote of the directors who attend the meeting to constitute a quorum. In the event of a tie vote, the chairman of the meeting shall have an additional casting vote.
- 5.4 The Risk Management Committee has the power to invite the management or related parties or appropriate persons to attend the meeting or clarify the related matters.
- 5.5 The Risk Management Committee must report the performance to the Board of Directors