



# Charter of the Sustainability and Risk Management Committee



TCM CORPORATION PUBLIC COMPANY LIMITED  
Charter of the Sustainability and Risk Management Committee

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## TCM CORPORATION PUBLIC COMPANY LIMITED

### Charter of the Sustainability and Risk Management Committee

#### Chapter 1

#### Objective

The Board of Directors of TCM Corporation Public Company Limited (hereinafter referred to as "**the Company**") has resolved to establish the Sustainability and Risk Management Committee, thereby replacing the existing Risk Management Committee. This newly formed committee is tasked with providing essential support to the Board of Directors in the comprehensive oversight of the company's endeavors towards sustainability. To ensure a comprehensive and well-defined framework for its operations, the Sustainability and Risk Management Committee Charter has been adopted. This charter outlines the Committee's responsibilities in formulating policies and practices that prioritize environmental, social, and economic sustainability while also incorporating risk management policies that adhere to established principles of good corporate governance and the Enterprise Risk Management framework. The committee's responsibilities include identifying risks, proposing appropriate mitigation measures to minimize potential adverse impacts on the Company's business, and reporting on its risk management activities to the Audit Committee, the Executive Committee, and the Board of Directors for thorough review and ongoing monitoring, as well as ensuring the implementation of a robust and effective risk management system within the Company.

In a formal decision, the Board of Directors has authorized the implementation of the Sustainability and Risk Management Committee Charter, thereby establishing a well-defined framework for the committee's future operations.

#### Chapter 2

#### Sustainability and Risk Management Policy

##### Sustainability Policy

The Company acknowledges and places paramount importance on a sustainable future. This commitment is achieved through the execution of business operations that are characterized by a profound sense of responsibility towards economic, social, and environmental considerations. The Company further strengthens this commitment by upholding principles of fairness, transparency, and good governance as fundamental tenets of its operations. These principles are key to creating a sustainable future that encompasses shared value for all stakeholders across the economic, social, and environmental dimensions within the company's value chain.

##### Risk Management Policy

The Company acknowledges and places paramount importance on the management of potential future risks by establishing risk management as a responsibility for employees at all levels. Employees will be entrusted with the critical tasks of identifying, analyzing, assessing, mitigating, and monitoring the management of unacceptable risks within their respective areas to ensure the adequacy and effectiveness of the Company's overall risk management framework.



### Chapter 3

#### Preamble

- 1) Sustainability and Risk Management Committee Charter, TCM Corporation Public Company Limited
- 2) In this Charter

“Company” refers to TCM Corporation Public Company Limited

“Top Management” refers to the Directors, the Chief Executive Officer, the four most senior executives reporting to the Chief Executive Officer, all individuals holding positions equivalent to the fourth most senior executive, and includes individuals holding managerial positions in the accounting or finance department at the level of department manager or higher, or individuals holding equivalent positions with different titles who have managerial authority over the Company, and includes individuals contracted by the Company to have full or partial authority in managing the Company.

“Committee” refers to the Sustainability and Risk Management Committee, TCM Corporation Public Company Limited.

### Chapter 4

#### Elements and Qualifications

1) The Board of Directors shall appoint the Sustainability and Risk Management Committee, comprising no fewer than five executives, and shall select one top management to serve as the Chairman of the Sustainability and Risk Management Committee.

- 2) Members of the Sustainability and Risk Management Committee must meet the following criteria:

- (1) Possess the requisite knowledge, skills, experience, and understanding of the qualifications, duties, and responsibilities inherent to the role of a Sustainability and Risk Management Committee member.
- (2) Committee members are expected to dedicate sufficient time to the Committee's operations and should receive regular and ongoing training and knowledge enhancement in matters relevant to the Committee's work, remain abreast of potential changes and continuously refine their understanding of the Company's operations, ultimately enhancing the Committee's effectiveness.

3) The Sustainability and Risk Management Committee shall appoint one of its members to serve as Secretary. The Secretary will be responsible for providing support to the Committee's work, preparing meeting materials, drafting meeting minutes, and acting as a liaison for reporting to the Audit Committee, the Executive Committee, and the Board of Directors.

4) Members of the Sustainability and Risk Management Committee shall serve a term of three years. Nonetheless, committee members whose terms have expired are eligible for reappointment to an additional term.

A Committee member's term of service shall cease upon the occurrence of any of the following events:

- (1) Death
- (2) Resignation



- (3) Termination of executive position
- (4) Resolution by the Board of Directors for dismissal or removal
- (5) Loss of qualifications or presence of prohibited characteristics as outlined in this Charter

## Chapter 5 Scope and Authority

The Sustainability and Risk Management Committee shall perform its duties with utmost responsibility and integrity, as assigned by the Board of Directors, as follows:

- 1) Establish policies related to sustainability, oversee relevant departments to achieve targets, and monitor performance against various indicators.
- 2) Oversee operations, including providing advice and recommendations to the Sustainability and Risk Management Committees of each business group in economic, social, and environmental dimensions, to ensure long-term business sustainability.
- 3) Formulate comprehensive risk management policies and strategic plans that comprehensively assess and mitigate the full spectrum of potential risks, including both established and emerging threats that may have a material impact on the Company's core business operations.
- 4) Implement a risk assessment, risk ranking, and risk management approaches and strategies to ensure that the organization's risk level is controlled within acceptable limits. Oversee and monitor compliance with risk management plans and provide advice and recommendations on risk management to management to align with the Company's business strategies and goals, as well as changing circumstances.
- 5) Ensure that all departments have implemented the established risk management policies and guidelines. Additionally, review the disclosure of risk information to regulatory bodies.
- 6) Prepare reports on the Sustainability and Risk Management Committee's performance for the Audit Committee, the Executive Committee, and the Board of Directors, and disclose them in the Company's annual report (Form 56-1 One Report). These reports shall be signed by the Chairman of the Sustainability and Risk Management Committee and shall include the number of meetings held and the attendance of each member at those meetings.
- 7) Perform other tasks related to the Company's sustainability and risk management as assigned by the Audit Committee, the Executive Committee, or the Board of Directors.
- 8) Evaluate its own performance by conducting an annual self-assessment and reporting the results to the Board of Directors.

## Chapter 6 Meetings

1) The Sustainability and Risk Management Committee shall convene at least twice annually. The Secretary of the Committee shall distribute meeting materials to the Committee members and attendees in advance, allowing ample time for review and the potential request for additional information. The Chairman of the Committee may also convene additional meetings to address other matters as deemed necessary.



2) A quorum for the Sustainability and Risk Management Committee meetings shall consist of no less than half of the total number of Committee members physically present. The Committee may invite relevant executives to attend the meetings.

3) In the absence of the Chairman of the Sustainability and Risk Management Committee or in the event of their inability to perform their duties, the Committee members present shall elect one Sustainability and Risk Management Committee member to act as Chairman for the meeting.

4) Resolutions at Sustainability and Risk Management Committee meetings shall be decided by a majority vote. In the case of a tie, the Chairman of the meeting shall cast an additional deciding vote. The opinions of both concurring and dissenting members shall be recorded in the meeting minutes for the respective resolutions.

**Chapter 7**  
**Miscellaneous**

- 1) The provisions of this Charter shall be subject to the Company's Articles of Association and relevant laws.
- 2) Amendments to this Charter may only be made with the approval of the Board of Directors.
- 3) All previous Charters are hereby revoked and replaced by this Charter, effective from 29 February 2024 onwards.

Pursuant to a resolution of the Board of Directors' Meeting No. 2/2024 on 29<sup>th</sup> February 2024.

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(Mr. Pimol Srivikorn)  
Chairman