

Risk Management Committee Charter  
Fraser's Property (Thailand) Public Company Limited

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**Risk Management Committee Charter**

### **1. Objectives**

It aims to operate by the principles of good corporate governance, check and balance, and separation of risk management duties from those that cause risks (Business Unit).

The Board of Directors has appointed the Risk Management Committee to formulate risk management policies covering the entire organization. It also supervises the establishment of a risk management system or process appropriately to reduce the impact on the Company's business. The composition, qualifications, agenda, roles, duties, and responsibilities are set so that the Risk Management Committee can perform its duties effectively as assigned by the Board of Directors.

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

The Risk Management Committee consists of at least three members, appointed by the Board of Directors, and an independent director at least one member. The Board of Directors appoints the Risk Management Committee Chairperson, and the Head of Risk Supervision and Management Department acts as the secretary of the Risk Management Committee.

### **3. Term of office**

The Risk Management Committee has a term of office of three years. It may be terminated in the event of termination of the Board of Directors, or the expiration of the term of the Risk Management Committee, or resignation, or being withdrawn. However, the risk management committee that vacates office upon the expiry of the term may be reappointed.

If the Risk Management Committee is vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a qualified person to complete the number specified by the Board in this Charter. The person elected to be on the risk management committee instead will remain in office only for the remainder of the term of the committee he/she replaces.

### **4. Roles, duties and responsibilities of the Risk Management Committee**

- 4.1 Consider and approve the policy, objectives, and risk management framework as a guideline for the risk management process for employees in the organization to be in the same direction and in line with the strategy and goals of the business. It is reviewed annually, and the early warning signs are highlighted.

- 4.2 Consider the Company's transaction risk management policy to cover Business & Strategic Risk, Market Risk, Credit Risk, Liquidity Risk, Operational Risk, Financial Report Risk, Legal & Compliance Risk, and Reputational Risk.
- 4.3 Supervise the identification of risks by considering external and internal factors that may prevent the Company from achieving its objectives. The impact and likelihood of the identified risks are assessed to prioritize the risks and select appropriate risk management methods.
- 4.4 Consider and review the guidelines and tools for effective risk management appropriate to the nature and size of the risks in each aspect of the Company's transactions.
- 4.5 Consider and review the setting of risk limits and corrective measures to take action in case of non-compliance with the specified risk ceiling.
- 4.6 Follow up on risk assessment results in both normal and critical conditions (Stress Testing).
- 4.7 Assess the potential risks associated with new products or the risks for newly established transactions and formulate guidelines for hedging potential risks related to the transaction.
- 4.8 Review the Risk Management Committee Charter annually. If there is any amendment, it shall be submitted to the Board of Directors for approval.
- 4.9 Report the risk management results to the Board of Directors for acknowledgment. In the event of significant factors or circumstances that may have a considerable impact on the Company, it must be reported to the Board of Directors for acknowledgment and consideration as soon as possible.
- 4.10 Supervise and support anti-corruption risk management by assessing corruption risks and reviewing anti-corruption measures to ensure apparent adequacy and appropriateness.
- 4.11 Perform any other duties as assigned by the Board of Directors.

## **5 Meeting and report**

- 5.1 The Risk Management Committee should meet at least once a quarter or as appropriate. The meeting agenda is set, and the directors are notified in advance with provided sufficient relevant information.
- 5.2 At a meeting of the Risk Management Committee, at least one-half of the total number of members of the Risk Management Committee must be present to constitute a quorum.  
The Risk Management Committee may attend the meeting in person at the meeting venue or participate by teleconference via telephone or audiovisual provided that is monitored to the meeting venue or by any other method as approved by the Risk Management Committee.
- 5.3 Suppose the Risk Management Committee Chairperson does not attend the meeting or perform his/her duties. In that case, the remaining directors shall elect one among themselves to preside over the meeting.

- 5.4 The resolution of the Risk Management Committee meeting will be based on a majority vote of the directors attending the meeting. If the resolution has equal votes, the Chairperson of the meeting has the right to vote one more vote for a casting vote.
- 5.5 Risk management committee who is an interested person in any matter must not participate in the consideration or vote on such matter.
- 5.6 The Risk Management Committee has the power to invite management or related parties to or those who deem appropriate to attend the meeting or to clarify relevant matters.
- 5.7 The Risk Management Committee has duties and responsibilities to report the activities of the Risk Management Committee or any other duties assigned by the Board of Directors to the Board at least once a year.

## **6 Assessment of the Risk Management Committee**

The Risk Management Committee must evaluate the performance at least once a year and report it to the Board of Directors for acknowledgment and use the assessment results to improve the efficiency and achieve the set objectives.

The Board of Directors Meeting No. 7/2020-64 on 3 August 2021 approved this Risk Management Committee Charter. This Charter will replace the original and effective from the date of 4 August 2021 onwards.

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(Mr. Chainoi Puankosoom)

Chairman

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(Mr. Chotiphat Bijananda)

Chairman of Risk Management Committee