

(Translation)



Thai Oil Public Company Limited

Risk Management Committee Charter

Amendment Record
Title: Risk Management Committee Charter

Issue No./ Revision No.	Date	Changes	Reason for Changes
01/00	02/09/2011	New Charter	
01/01	01/01/2013	Change on page 2, item 4.1.3 from <i>“Strategic Planning Manager and Risk Management Manager shall serve as Secretary and Assistant Secretary to the Risk Management Committee respectively”</i> to <i>“Executive Vice President – Strategy and Risk Management Manager shall serve as Secretary and Assistant Secretary to the Risk Management Committee respectively.”</i>	To allow Executive Vice President – Strategy and Risk Management Manager, who is directly responsible for risk management, to serve as secretaries to the Committee.
02/00	04/05/2016	The Entire Document	To cover the context changes of the Company's business operations, in accordance to the best practices of governing bodies and newly revised corporate governance principles.
02/01	30/09/2020	Add on page 2, item 4.1 <i>“for example operational risk, strategic and business risk, investment risk, financial risk, organizational risk and information security and cybersecurity risk, etc.”</i> ”	To align with DJSI requirement

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1. Objectives

The Board of Directors (the Board) appoints the Risk Management Committee (the Committee) to determine risk management policy covering the entire organization, and to supervise to ensure there is a system or process risk management to reduce the impact to the Company's business. The Board determines the Committee composition and scope of duties and responsibilities in order for the Committee to effectively perform their roles as assigned by the Board.

2. Compositions and Qualifications

- 2.1 The Risk Management Committee shall consist of at least three directors with the Chief Executive Officer and President, by position, serving as one of the members.
- 2.2 Members of the Risk Management Committee shall have adequate knowledge and understanding or relevant significant expertise to support the Company's business operation to fulfill the Committee's objectives.
- 2.3 Members of the Risk Management Committee shall devote sufficient time to perform their duties.
- 2.4 The Chairman of the Risk Management Committee must not be Chairman of the Board of Directors.

3. Appointment, Term of Office, and Termination

3.1 Appointment

- 3.1.1 The Board shall appoint Risk Management Committee through the nomination process of the Nomination and Remuneration Committee, with the term in accordance with the Board's term of office.
- 3.1.2 The Risk Management Committee shall elect one member to take position as Chairman of the Risk Management Committee.
- 3.1.3 The Company shall select and propose a staff member to serve as Secretary to the Risk Management Committee with the approval of the Committee. The Secretary of the Risk Management Committee shall be in charge of preparing the meeting and taking minutes of the meeting.

3.2 Term of Office

3.2.1 The term of office of each Risk Management Committee member is in accordance with the Board of Directors' term of office.

3.2.2 In case of any Risk Management Committee member completing the term or being unable to retain in the office until the term completion, resulting in the insufficient number of committee members, the Board shall appoint another director, who is fully qualified, to serve as member of the Committee not later than three months from the date of incomplete compositions, in order to create continuity of the Committee's operation.

3.3 Termination from Office

Members of the Risk Management Committee shall immediately be terminated from the position upon;

- Vacating the position
- Death
- Resignation
- The Board of Directors' resolution to vacate the position
- Lack of Qualifications of the Risk Management Committee member

4. Duties and Responsibilities

4.1 Defines and reviews risk management framework, Risk Management Committee Charter, risk management policies and process including suitably and effectively suggest the guidelines to risk management relating to the Company's business to correspond with business strategies, business plans, and volatile circumstances, for example operational risk, strategic and business risk, investment risk, financial risk, organizational risk and information security and cybersecurity risk, etc.

4.2 Continuously and effectively promotes and develops risk management and risk management tools in all levels across the organization, as well as encourage the development of risk management culture in the organization.

4.3 Supervises, monitors, and reviews key risk management plan and report including give necessary advice to ensure effective risk management at an acceptable level corresponding with risk management policy.

- 4.4 Report significant risk management performance to the Board of Directors; in case there are factors or events that might have significant impact on the Company, the Committee shall notify the Board of Directors in a timely manner.
- 4.5 Responsible for other tasks assigned by the Board of Directors.

In performing its duties, the Risk Management Committee may request an opinion from independent counsel when deemed necessary and appropriate. The Company shall cover all relevant expenses.

5. Meetings

5.1 Number of Meetings

- 5.1.1 The Risk Management Committee shall hold at least once every quarter. More meetings can be held as deemed appropriate by the Chairman of the Risk Management Committee.
- 5.1.2 The Chairman of the Risk Management Committee may convene a special meeting upon request by a member of the Risk Management Committee or the Chairman of the Board of Directors to consider any essential and necessary agenda.

5.2 Meeting Participants

- 5.2.1 Not less than half of all Risk Management Committee members shall participate in each meeting to constitute a quorum. The Chairman of the Risk Management Committee shall preside over a meeting.
- 5.2.2 In case the Chairman of the Risk Management Committee is not in the meeting or is unable to perform his/her duties, members of the Risk Management Committee shall elect a member to take position of chairman in the meeting.
- 5.2.3 The Risk Management Committee may invite the Company executives or any concerned parties to participate in a meeting or to provide clarification on related matters.
- 5.2.4 The Secretary to the Risk Management Committee or any designated person must participate in every meeting.

5.3 Voting

The Risk Management Committee's resolution shall be passed by the majority votes of the Committee members who attend the meeting and cast their votes. One member shall have one vote. In case of a tied vote, the Chairman of the meeting can cast another vote in determining the vote result.

6. Risk Management Committee Report

6.1 The Risk Management Committee must report to the Board of Directors on the resolution of the meeting, matters needed to be improved or resolved, or any other related matters as deemed necessary in the following Board of Directors meeting.

6.2 The Chairman of the Risk Management Committee must report to the shareholders via the Company's annual report or the Disclosure Report concerning additional information (Form 56-1) on the performance relating to risk management.

7. Performance Evaluation

The Risk Management Committee shall, on a yearly basis, perform self-evaluation and report to the Board of Directors the evaluation result and performance difficulties (if any), which may prevent from achieving the objectives.

8. Remuneration

The Nomination and Remuneration Committee shall consider remuneration for the Chairman and members of the Risk Management Committee. The remuneration shall be presented to the Board of Directors for consent and to the Annual General Meeting of Shareholders for approval.

Announced on September 30, 2020

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(Prof. Dr. Thosaporn Sirisumphand)

Chairman of the Board of Directors

Thai Oil Public Company Limited