



Ratch Pathana Energy Public Company Limited
Charter of Corporate Governance and Risk Management Committee
B.E. 2567 (2024)

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The Board of Directors of Ratch Pathana Energy Public Company Limited recognizes the importance of good corporate governance in accordance with the Corporate Governance Code and the compliance with Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and the Securities and Exchange Act (No. 5) B.E. 2559 (2016). To align with current management and operational practices, the Board of Directors' Meeting of Ratch Pathana Energy Public Company Limited No. 5/2024, held on June 26, 2024, resolved to approve the Charter of the Corporate Governance and Risk Management Committee and to revoke all previously issued versions of the Charter of the Corporate Governance and Risk Management Committee as follows:

1. Objective

The Corporate Governance and Risk Management Committee has been established to support the Board of Directors in overseeing the Company's corporate governance and risk management functions. The Committee plays a crucial role in enhancing effective governance practices and risk oversight, thereby supporting the Company in achieving its defined objectives and strategic goals.

2. Composition and the qualification

The Corporate Governance and Risk Management Committee shall consist of no fewer than three (3) members, comprising the Chairman of the Committee and other members. The Board of Directors shall appoint directors of the Company and/or other individuals to serve in these positions. All appointed individuals must possess sufficient knowledge and experience to effectively perform duties related to corporate governance and risk management.

3. Terms of Office

- 3.1 The Corporate Governance and Risk Management Committee shall serve a term of one (1) year from the date of appointment. Upon the expiration of the term, if the Board of Directors has not yet appointed a new committee, the incumbent committee shall continue to perform its duties until a new committee is appointed. Such appointment must be completed within two (2) months from the date of the term expiration. The Committee's members whose term has expired may be reappointed.
- 3.2 In the event that a position of the Corporate Governance and Risk Management Committee becomes vacant due to reasons other than the expiration of the term, and the remaining term is not less than two (2) months, the Board of Directors shall



appoint new committee to fill the vacancy at the next meeting. The appointed individual shall hold office for the remaining of the term of the person he/she has replaced.

- 3.3 The members of the Corporate Governance and Risk Management Committee shall vacate office upon:
- A. Completion of the term of appointment
 - B. Resignation
 - C. Death
 - D. To be dismissed or released from employment with the Company
 - E. A resolution duly passed by the Board of Directors for removal from office.
- 3.4 Any member of the Corporate Governance and Risk Management Committee who intends to resign prior to the completion of their term shall notify the Company in writing at least one (1) month in advance, stating the reason for such resignation.

4. Meetings

4.1 Meeting Agenda

The date, time, venue, and agenda of the meeting shall be determined at least seven (7) days in advance, together with the provision of sufficient supporting documents. Written minutes of the meeting shall be properly recorded.

4.2 Number of Meetings

The Corporate Governance and Risk Management Committee shall convene meetings at least twice (2) per year., while additional meetings shall be held as deem necessary.

4.3 Quorum

A quorum for a meeting of the Corporate Governance and Risk Management Committee shall be constituted by the presence of not less than one-half (1/2) of the total number of the Committee. In the event that the Chairman of the Committee is absent or unable to perform their duties, the attending members shall elect one among themselves to act as the Chairman of the meeting.

4.4 Voting

Any resolutions of the Corporate Governance and Risk Management Committee shall be passed by a majority vote of the Committee's members present at the meeting, with each member entitled to one vote. Any member who has a conflict of interest in the matter under consideration shall not participate in the discussion or vote on such matter. In the event of a tie, the Chairman of the meeting shall have a casting vote.

5. Authorities

- 5.1 To summon executives, management, or relevant employees of the Company to provide clarifications, express opinions, attend meetings, or submit relevant documents as deemed necessary.
- 5.2 To consult internal specialists or the Company's appointed advisors (if any), or to engage external advisors or experts as deemed necessary, with all related expenses borne by the Company.
- 5.3 To have the authority to appoint the working groups to implement corporate governance and risk management initiatives across the organization.

6. Duties and Responsibilities

6.1 Corporate Governance

- 6.1.1 To establish, review, and update the corporate governance policy, governance principles, business ethics, the code of conduct for directors, executives, and employees, the anti-corruption policy, and relevant operational procedures to ensure alignment with ongoing changes in business practices, regulations, announcements, rules, and applicable laws.
- 6.1.2 To establish guidelines for compliance with corporate governance principles, employee code of conduct, and the anti-corruption policy, as well as to monitor, supervise, and evaluate the implementation of such practices.
- 6.1.3 To promote and support directors, executives, and employees in adhering to corporate governance principles and the anti-corruption policy.
- 6.1.4 To review, revise, and amend the Charter of the Corporate Governance and Risk Management Committee, and submit it to the Board of Directors for consideration and approval.
- 6.1.5 To perform any other duties as assigned by the Board of Directors.

6.2 Risk Management

- 6.2.1 To establish the Company's risk management policies, objectives, plans, and assessment framework to ensure clarity, continuity, and adequacy of the internal control system in managing significant risks, and to report the results to the Board of Directors.
- 6.2.2 To support and promote collaboration in risk management across all levels of the organization.
- 6.2.3 To oversee and monitor that the Company maintains an appropriate and effective risk management system, including the management of fraud and corruption risks, with particular emphasis on early warning indicators and any irregularities.



- 6.2.4 To oversee and monitor that the Company and its departments comply with all applicable laws, regulations, and requirements related to the Company's business operations.
- 6.2.5 To evaluate and approve the risk management plan proposed by the Risk Management Working Group.
- 6.2.6 To oversee, monitor, and assess the performance of the Risk Management Working Group to ensure that risk management is conducted appropriately and effectively.
- 6.2.7 To review, revise, and amend the Charter of the Corporate Governance and Risk Management Committee and submit it to the Board of Directors for consideration and approval at least once a year.
- 6.2.8 To perform any other duties as assigned by the Board of Directors.

Announced on 26 June 2024

Sujarit Patchimnan
(Mr. Sujarit Patchimnan)
Chairman