



ISO 9001, ISO 14001 & ISO 45001 CERTIFIED

(-Translation-)

Charter of the Risk Management Committee

Don Muang Tollway Public Company Limited



Charter of the Risk Management Committee

Don Muang Tollway Public Company Limited (“the Company”), has resolved to establish the Risk Management Committee as a sub-committee to support and ensure the effectiveness and efficiency of the company's risk management processes. The aim is to maintain an acceptable level of risk, integrating it with the internal control system and good corporate governance practices. This ensures the efficient and effective use of resources, promoting value creation for the company and its stakeholders. The Risk Management Committee Charter is outlined as follows:

1. Composition, Qualifications, and Term of Office

1.1 Composition and Qualifications

- (1) The Risk Management Committee is appointed by the Board of Directors.
- (2) The Risk Management Committee consists of six (6) members, including one (1) member from the Board of Directors, who serves as the Chairman of the Risk Management Committee (with remuneration as determined by the Board of Directors), and five (5) members from the Company's management. These include the Managing Director, Executive Vice President - Business and Finance, Executive Vice President – Operations, First Senior Vice President, and Senior Vice President- Risk Management and Safety, who serves as the Secretary of the Risk Management Committee.
- (3) The Board of Directors may appoint additional members to the Risk Management Committee.
- (4) Members must possess knowledge, experience, and expertise in the Company's business or other relevant fields.
- (5) They must demonstrate maturity, stability, and the ability to express differing opinions while maintaining independence.
- (6) Members must be able to dedicate sufficient time to perform their duties.

1.2 Term of Office

Members of the Risk Management Committee shall serve until the Board of Directors issues a change or appoints new members to replace them.



2. Duties and Responsibilities

- 2.1 Determine the Company's corporate risk management policy and master plan for submission to the Board of Directors for approval.
- 2.2 Consider the Company's Risk Management Manual.
- 2.3 Assess and approve the risk management plan based on the accuracy, suitability and adequacy of the identified risks, acceptable risk level, opportunity and impact (risk level), risk management approach/plan, and risk management follow-up.
- 2.4 Improve the Company's risk management policy/action plan to be in line with strategy and Business Sustainability Plan in terms of E in-process, S in-process, and G in-process, including the changing situation.
- 2.5 Promote and provide knowledge on risk management to personnel and push for serious implementation.
- 2.6 Appoint risk management working team as appropriate, supervise and give advice and suggestions to risk management working team.
- 2.7 Report the results of risk management and the corporate situation to the Board of Directors and provide information to the Audit Committee.
- 2.8 The Chairman of the Risk Management Committee is empowered to call a meeting of the Risk Management Committee and determine the meeting rules and agenda items as appropriate, with at least one half of the number of the members of the Risk Management Committee being required to constitute a quorum.
- 2.9 Perform other duties as may be assigned by the Board of Directors.

3. Risk Management Committee Meetings

The Risk Management Committee may determine the number of meetings as deemed appropriate to carry out its assigned duties effectively.

4. Reporting of the Risk Management Committee's Performance

The Risk Management Committee is responsible for reporting its performance to the Board of Directors. The committee should present significant matters and resolutions from its meetings to the Board of Directors after each Risk Management Committee meeting. Additionally, it



must report its annual performance in the Company's 56-1 One Report and during the shareholders' meeting.

5. Charter Review

Charter of the Risk Management Committee must be reviewed for appropriateness at least once a year.

Charter of the Risk Management Committee is effective from November 9, 2023, onward.

(Mr. Sombath Phanichewa)

Chairman of the Board of Directors

Don Muang Tollway Public Company Limited