



## **RISK MANAGEMENT COMMITTEE CHARTER**

### **Objectives**

The Board of Directors has established the Risk Management Committee in order to determine the policies concerning to risk management in the entire organization including regulate the system and risk management procedures to minimize the negative impacts on the business of the Company appropriately, therefore the composition is provided efficiently which is assigned by the Board of Directors.

### **Composition of the Risk Management Committee**

- The Board of Directors will appoint the Risk Management Committee and the Chairman of the Risk Management Committee by nominating the directors and/or executives and/or those who have sufficient knowledge and experience in risk management, or the company's type of business. There must be at least 3 members in the Risk Management Committee.
- The Risk Management Committee will appoint a secretary, selecting from the senior of the risk management office or other person whom the Risk Management Committee seems appropriate in order to assist about the meeting, agenda preparation, submission of documents for the meeting, and minutes of meeting.

### **Tenure**

- The tenure of the Risk Management Committee is in the same period of the Board of Directors'. Regarding the expired term of service, he or she can be elected for a new position as the Board of Directors seems appropriate.
- The Risk Management Directors who retire by rotation may be re-appointed for another term as approved by the Board of Directors.
- Apart from the retirement by rotation, the Risk Management Directors shall vacate their office upon following situations:
  - Decease
  - Resignation
  - Incompetent or take any illegal action provided by the Public Limited Company Act B.E. 2535 and the Securities and Exchange Act B.E.2535 (as amended)



# BRR

บริษัท น้ำตาลบุรีรัมย์ จำกัด(มหาชน)  
BURIRAM SUGAR PUBLIC CO., LTD

- Resolution of the Board of Directors' meeting
- The court order

## Scope of Duties

- Propose and support the Board of Directors in determining the risk management policy, and defining the acceptable level of risk.
- Present an overview of the company's risks and how to manage and track the risk to the Board of Directors.
- Review a report on the risk management, and take actions to ensure that the risk management is sufficient, adequate, and mitigate the potential to be in an acceptable level.
- Coordinate with the Audit Committee by sharing knowledge and information about the risk and internal control that cause effect or potential impact on the company.
- Make a decision and provide advice on important problems occurring in the process of risk management.
- Support the risk management culture in the organization.
- Evaluate the performance of the Risk Management Committee and report the annual assessment to the Board of Directors.
- Review the appropriateness of the Charter on a yearly basis to ensure that the contents in the charter are in accordance with the objectives and strategies of the company's risk management.
- Consider and review the risks and procedures for mitigating such risks as assessed by the risk owners as well as provide the suggestions for improvement.
- Supervise, monitor and review the effectiveness of the risk management process of the company on a regular basis.
- Appoint the risk management working group as appropriate.
- Promote any procedures relating to the anti-corruption management and anti-corruption policy.

## Responsibilities

The Risk Management Committee has a direct responsibility under the Board of Directors in accordance with the duties and responsibilities as assigned. In addition, the Board of Directors is also responsible for the operations of the company towards external stakeholders.



# BRR

บริษัท น้ำตาลบุรีรัมย์ จำกัด(มหาชน)  
BURIRAM SUGAR PUBLIC CO., LTD

## Meeting

- Arrange a meeting at least once a quarter and may invite the management, or executives or employees involved with related matter, or those who are deemed appropriate to attend the meeting, give opinions or submit the relevant or necessary information.
- The quorum of the Risk Management Committee's meeting must contain the number of the directors at least 2/3 of the total number of the risk management directors.
- The directors who have conflict of interest in any matter must not consider such matter, or abstain from voting on that matter.
- Each director has one vote in the meeting, and the decisions of the meeting resolved by the majority vote. If the votes are equal, the Chairman of the meeting shall have a final vote.

## Report

Report on the performance of the Risk Management Committee should be presented to the Board of Directors for acknowledgement, and disclosed in the annual report of the company which is signed by the Chairman of the Risk Management Committee.

## Performance Evaluation

The Risk Management Committee will evaluate the performance, and report the annual assessment result to the Board of Directors.

The Charter of the Risk Management Committee is presented at the Risk Management Committee's meeting No. 1/2017 on March 2, 2017.

-----Signature-----

(Mr. Prachuab Chaiyasan)

Chairman of the Board of Directors