



Electricity Generating Public Company Limited
Risk Oversight Committee Charter Year 2021

1. Composition and qualifications

- 1.1. The Risk Oversight Committee shall be appointed by the Board and shall comprise at least three directors being independent director(s), non-executive director(s) and President.
- 1.2. Chairman of the Risk Oversight Committee shall be elected among the members.
- 1.3. At least one of the members shall know well and be keen in the risks of power and energy business.
- 1.4. The Executive Vice President – Corporate Strategy shall serve as a secretary to the Risk Oversight Committee.

2. Term of office

- 2.1 The term of service of the members is equivalent to the director's Board term or at the Board's discretion.
- 2.2 President shall sit as a member of the Committee as long as his or her presidential term.
- 2.3 The members who vacate from the office shall be re-elected as appropriate.

3. Responsibilities of the Risk Oversight Committee

- 3.1. Consider and provide recommendations on enterprise risk management policy and framework to be proposed to the Board of Directors for approval
- 3.2. Consider and provide recommendations on risk appetite and risk tolerance for constant effectiveness to be proposed to the Board of Directors for approval
- 3.3 Oversee the Company to ensure the key risks and their impacts and possibilities are identified including considering the enterprise risk management plan and process,

- 3.4 Monitor and assess the Company's risk management to comply with the risk management framework and plans
- 3.5 Regularly report to the Board of Directors on the result of risk assessment and implemented measures. In case of any significant issues materially impacting to the Company, the Board of Directors should be informed promptly for further actions
- 3.6 Provide recommendations on the risk management to directors, management and EGCO Management Committee, with continuous encouragement and support for the improvement and development of risk management system within the company
- 3.7 Monitor and encourage the review of the enterprise risk management policy and framework at least once a year to ensure the company's risk management policy and framework suited to EGCO's business process and risk mitigation activities
- 3.8 Regularly review and update its own charter to ensure its appropriateness to be proposed to the Board for approval
- 3.9 Evaluate the effectiveness of Risk Oversight Committee performance annually
- 3.10 Perform other duties relating to the risk management as may be assigned by the Board

4. The Risk Oversight Meeting

- 4.1 The Risk Oversight Committee meetings will be held on quarterly basis or called as the committee deemed as appropriate. Members of the Risk Oversight Committee may invite related parties who are not committee members to attend the meeting.
- 4.2 Each meeting must be attended by at least half of the committee members to constitute a quorum.
- 4.3 In an event the Chairman of the committee cannot attend the meeting and none of the committee members is appointed to act on his or her behalf, the remaining committee members shall elect an interim chairman among themselves.
- 4.4 If necessary, the Committee's meeting shall be held through electronic devices.

5. Reporting

5.1 The Risk Oversight Committee is accountable to EGCO Board of Directors and shall report its activities to the Board at every Board meeting.

6. Advisors

6.1 The Risk Oversight Committee may seek professional advice from an outside adviser and the Company shall bear the cost of obtaining such advice subject to the Board's oversight.

This Risk Oversight Committee Charter is effective from March 26, 2021



(Mr. Kulit Sombatsiri)

Chairman

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