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Risk Management Committee Charter

Revision	00
Effective Date	2023-02-02
Process Owner	Asset and Engineering Management

Document Revision Control				
<u>Revision</u>	<u>Author</u>	<u>Effective Date</u>	<u>Change Description</u>	<u>Ref. Doc no.</u>
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Approval Record		
<u>Approver</u>	<u>Job title</u>	<u>Date</u>
Issara Niropas	Senior Vice President - Power Operations	2023-02-14
Panuwat Pitakteeratham	Vice President - Asset and Engineering Management	2023-02-14

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Introduction:

The Board of Directors of Banpu Power (exercised through the Risk Management Committee – “RMC”) recognizes its responsibility for ensuring that a comprehensive Risk Management Framework which includes processes, tools, and competencies for identifying, assessing and managing risk, is put in place to assist senior management to manage growth in a rapidly changing environment.

Objective:

- Management understands and accepts its responsibility for identifying, assessing and managing risk;
- Senior management and divisional management are strategically focused on the enterprise-wide risk strategy;
- Best-in-breed tools and processes are provided to the businesses to facilitate achievement of their risk management responsibilities;
- Corporate, process and project risk assessments are performed periodically and fully;
- Risk responses are successful in:
 - o safeguarding assets;
 - o maintaining appropriate standards regarding the environment and health, and safety issues;
 - o meet legal and regulatory obligations, and
 - o reinforcing the core values of the company by focusing on stakeholder needs.
- Proper accounting records are being maintained, appropriate accounting policies have been adopted, and financial information is comprehensive and accurate; and
- Effective risk responses/control testing programs are in place and the results are evaluated and acted upon.

Scope:

Applicable to BPP and BPP's subsidiary.

Definitions:

n/a

Process / Content:

ROLES AND RESPONSIBILITIES

- Supporting senior management in fulfilling their responsibilities by providing a framework for managing risks throughout Banpu Power.

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- Defining Banpu Power's risk management policies and ensuring that the risk strategy is implemented, through the development of appropriate procedures and investment in systems.
- Promoting awareness of risk management, and ensuring that there is a comprehensive risk management and control framework to identify, assess, measure, mitigate, monitor and report on the levels of risk.
- Exploring any matter falling within its terms of reference, calling on whatever resources (including external professional advice) and information necessary to do so.

FUNCTIONS

- Define the policy framework and processes for risk management;
- Promote and implement the risk strategy and policy by enhancing the level of risk awareness within Banpu Power, and through the development of appropriate procedures and commitment of resources;
- Provide guidance on the management of risk;
- Monitor progress of any major risk mitigation strategies including status of risk assessments for major project;
- Maintain an enterprise-wide view of risk and risk management activity;
- Support the monitoring of risks across Banpu Power and report to the Board on the adequacy of Banpu Power's systems and controls for managing risk; and
- Ensure all relevant parties are providing adequate level of support to the Risk Manager. Report to the Board on the adequacy of Banpu Power's systems and controls for managing risk and recommend any necessary improvements;

MEMBERSHIP

- Members of the Committee will be appointed by Chief Executive Officer;
- The RMC is comprised of 10 members:
 - o Chief Executive Officer (CEO) as Chairperson
 - o Head of Finance and Strategy
 - o Head of Business and Project Development
 - o Head of Power Operations
 - o Head of Asset and Engineering Management
 - o Head of Internal Audit
 - o Head of Corporate Services
 - o Head of Company Secretary
 - o Head of Human Resources
 - o Head of SD and Risk Management as Secretary
- Head of SD and Risk Management, as secretary to Risk Management Committee, will normally be in attendance at all meetings. Additional attendees will be invited at discretion of the Committee, as and when deemed necessary.

OPERATING PROCEDURES

- The RMC will meet on a quarterly basis.
- The quorum for RMC meetings is 50% of the current number of members, providing that it includes the CEO.
- Minutes will be taken and recorded.
- The minutes of the RMC meetings are to be tabled at the subsequent meetings for

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approval/discussion as necessary.

- Discussions of the Committee will be determined by a majority of votes.
- The Committee has the authority to require the provision of reports to enable the Committee to fulfil its responsibilities.