



Charter of the Risk Management Committee
Bangkok Chain Hospital Public Company Limited

1. Objectives

The Board of Directors of Bangkok Chain Hospital Public Company Limited (the “**Company**”) has appointed the Risk Management Committee to formulate risk management policies and frameworks and overseeing that there is a risk management operation throughout the organization to appropriately reduce the impact of various external and internal risk factors on the Company's business operations. The Board of Directors has set the components, scope of authority, and responsibility to enable the Risk Management Committee to perform its duties efficiently as assigned by the Board of Directors.

2. Composition and Qualifications

- 2.1 The Risk Management Committee is appointed by the Board of Directors which consists of at least three directors and/or executives
- 2.2 The Chairman of the Risk Management Committee must not be the same person as the Chairman of the Board of Directors.
- 2.3 The Risk Management Committee must be knowledgeable, understanding of the Company's business or have special expertise in a field that is an important factor in business operations to achieve its objectives
- 2.4 Must have qualifications and not have any prohibited characteristics under the law on public limited companies, Securities and Exchange Laws, and any other laws related to the Company's business operations.
- 2.5 Must notify the Company without delay if they have a stake in a contract entered into by the Company, whether directly or indirectly or if there is a change in the shareholding or debentures in the Company or its affiliates.

3. Term of the Position

- 3.1 The Risk Management Committee has a term of three years from the date of appointment by the Board of Directors, and at the end of the term may be re-appointed by the Board of Directors.
- 3.2 In addition to vacating office according to the above-mentioned terms, the Risk Management Committee shall vacate upon:
 - 1) Death;
 - 2) Resignation;
 - 3) Lack of qualifications as a director or having prohibited characteristics under the law governing Public Limited Companies, or having characteristics indicating lack of suitability to be entrusted to manage businesses with public Shareholders as stipulated in the Securities Act and the Stock Exchange of Thailand (No. 4) B.E. 2551; or
 - 4) The Board of Directors has passed a resolution to vacate the position.

3.3 In the event that the position of the Company's director is vacant for reasons other than retirement by rotation. The Board of Directors shall appoint a person who has qualifications and does not have any prohibited characteristics as a replacement director. Unless the remaining term of that director is less than 2 months.

3.4 The change of the Chairman of the Risk Management Committee does not affect the position of other Risk Management Committee members.

4. Scope of Authority and Responsibilities

- 4.1 Review and present the risk management framework and policy to the Board of Directors for approval;
- 4.2 Verify and accept risks at acceptable risk levels and present them to the Board of Directors. ;
- 4.3 Continuously monitor development and compliance activities in accordance with the risk management framework and to ensure policies are effective throughout the organization;
- 4.4 Evaluate the risk identification results and assessment procedures. Reporting key risk management activities and enforcement processes to ensure that the organization has an adequate and appropriate risk management system;
- 4.5 Coordinate with the Audit Committee on significant risk factors and have the Internal Audit Unit to review that the risk management system of the Company is appropriate to the exposure, being adapted as needed and adopted throughout the organization;
- 4.6 Report to the Board of Directors regularly on significant risks and risk management solutions.
- 4.7 Recommend and advise the relevant working committees included significant risks and risk management, as well as evaluate the appropriate solutions to improve the information that are related to the development of risk management solutions;
- 4.8 Appoint sub-committees and/or relevant personnel to add or replace in the sub-committees of risk management and/or relevant departments and/or working groups involved in risk management as necessary as well as determine the roles and responsibility to achieve objectives; and
- 4.9 Perform other duties as assigned by the Company's Board of Directors.

5. Responsibility

The Risk Management Committee is directly responsible to the Board of Directors within the scope of powers and duties assigned in this Charter. However, the Board of Directors remains responsible for the Company's operations to outsiders.

6. Quorum

- 6.1 At a meeting of the Risk Management Committee, there must be no less than one-half of the total number of members of the Risk Management Committee to constitute a quorum.
- 6.2 In the event that the Risk Management Committee Chairman is not present at the meeting or is unable to perform his duties The Risk Management Committee attending the meeting shall elect one Risk Management Committee Chairman to preside over the meeting.

Resolution of the Risk Management Committee can be done by holding a majority vote. In this regard, the Risk Management Committee, who has any stake in matters under consideration must not participate in expressing opinions and have no right to vote on that matter.

7. Meeting

- 7.1 Arrange or call a meeting as deemed appropriate at least twice a year and have the power to call meetings as necessary
- 7.2 Deliver the meeting invitation letter to the Risk Management Committee at least seven days in advance of the meeting in order to allow the Risk Management Committee to have time to consider matters or call for additional information for consideration. The invitation letter must contain details of the meeting agenda and meeting documents. The agenda will cover various matters as assigned by the Board of Directors except in case of necessity or urgency to notify the meeting by other means or can set an earlier meeting date. The secretary of the Risk Management Committee is the person who records the minutes of the meeting.
- 7.3 The Risk Management Committee can invite relevant persons to attend the meeting to clarify facts to the meeting of the Risk Management Committee for acknowledgment.
- 7.4 Risk Management Committee Meeting can be conducted via electronic media where attendees may not be in the same location. The delivery of the meeting invitation and meeting documents can be sent electronically in accordance with the conditions, procedures and methods prescribed by law.

8. Reporting

The Risk Management Committee has a duty to report to the Board of Directors the results of risk management or what needs to be taken to make significant improvements at the Board of Directors' meeting for the Board's acknowledgment and awareness about the Company's major risks including factors that may affect the Company's operations in the future. may submit a report to the Board of Directors prior to the Board of Directors' meeting. In the event that the Risk Management Committee considers that it is urgently necessary may submit a report to the Board of Directors prior to the Board of Directors' meeting.

9. Performance Appraisal

The Risk Management Committee conduct an annual self-assessment and report problems and obstacles that prevent operations from achieving objectives to the Board of Directors for acknowledgment.

This charter of the Risk Management Committee is effective from 1 March 2022 onwards according to the resolution of the Board of Directors Meeting No. 2/2022 dated 28 February 2022.