

# Charter of the Risk Management Committee Symphony Communication Public Company Limited (Revised Edition 2025)

*(Approved by the resolution of the Board of Directors' Meeting No. 6/2025 held on  
14 November 2025 and takes effect from 14 November 2025 onwards.)*

# Charter of the Risk Management Committee

The Board of Directors of Symphony Communication Public Company Limited (hereinafter referred to as “**the Company**”) has appointed the Risk Management Committee to define the Company’s risk management policies and framework, ensuring comprehensive coverage across the organization. The Committee is responsible for overseeing the adequacy and effectiveness of the Company’s risk management systems and processes to mitigate potential impacts on the Company’s operations appropriately and sustainably.

## 1. Objective

The Board of Directors has established the Risk Management Committee Charter as a framework to guide the Committee in performing its duties effectively, transparently, and with accountability to ensure that the Company’s risk management practices are systematic, aligned with the good corporate governance principles, and supportive of the Company’s sustainable and resilient business operations.

This Charter also aims to provide a clear understanding to the management, employees, and all relevant stakeholders regarding the objectives, composition, qualifications, scope of authority, duties, and responsibilities of the Risk Management Committee.

## 2. Structure and Composition of the Risk Management Committee

- 2.1 The Risk Management Committee shall consist of members of the Board of Directors and management members of the Company. The number of Risk Management Committee members shall be determined as deemed appropriate by the Board of Directors.
- 2.2 The Board of Directors shall consider and appoint one member of the Risk Management Committee to serve as the Chairman of the Risk Management Committee.
- 2.3 The Risk Management Committee may select and appoint a suitably qualified person to serve as a Committee Secretary to support the Committee in the performance of its duties. The Secretary is responsible for managing documentation related to Committee meetings, following up and coordinating the implementation of the Committee’s resolutions, and carrying out other tasks as assigned by the Committee.

## 3. Qualifications of the Risk Management Committee Members

- 3.1 Members of the Risk Management Committee shall be appointed by the Board of Directors.
- 3.2 Members of the Risk Management Committee shall possess knowledge, understanding, experience, or expertise in the Company’s business and in enterprise risk management.

3.3 Members of the Risk Management Committee shall possess honesty, integrity, and high ethical standards in business conduct and be able to devote sufficient time to effectively perform duties as a member of the Risk Management Committee.

#### **4. Tenure and Termination of the Risk Management Committee Members**

4.1 Risk Management Committee members who are also members of the Board of Directors shall have a term of office equivalent to their term as directors of the Company. Members who retire by rotation may be reappointed by the Board of Directors to resume the position as members of the Risk Management Committee.

4.2 Risk Management Committee members who hold positions as C-suite executives or management members in the Company shall hold office for as long as they remain in their positions, unless otherwise resolved by the Board of Directors.

4.3 In addition to vacating office upon the expiration of their term or the cessation of their executive position as stipulated above, a Risk Management Committee member shall vacate office upon the occurrence of any of the following events:

- (a) death,
- (b) resignation, or
- (c) removal or dismissal by a resolution of the Board of Directors.

4.4 A Risk Management Committee member who wishes to resign from office shall submit a written notice of resignation to the Chairman of the Board of Directors, stating the reasons for resignation, at least 30 days in advance. The resignation shall take effect from the date specified in the resignation letter.

4.5 In the event that a position on the Risk Management Committee becomes vacant for any reason other than retirement by rotation, the Board of Directors may appoint a qualified person to fill the vacancy. The newly appointed member shall hold office for the remainder of the term of office of the member whom he or she replaces.

#### **5. Roles, Duties and Responsibilities of the Risk Management Committee**

5.1 Establish risk management policy, framework, and guidelines, including policy on business continuity management, for submission to the Board of Directors for approval. Oversee the implementation of such policies throughout the entire organization, and ensure that the policies, frameworks, and guidelines are regularly reviewed and updated to align with the Company's business operations, changing circumstances, and international standards.

5.2 Consider and provide opinions on the establishment of enterprise risk management procedures.

5.3 Consider and approve the results of risk identification, assessment, and prioritization, the Corporate Risk Profile, the Risk Appetite, and the Risk Tolerance.

- 5.4 Provide advice, recommendations, and suggestions regarding risk management strategies, approaches, measures, and plans, including Key Risk Indicators (KRIs).
- 5.5 Oversee to ensure that risk management covers all activities and processes within the Company's business operations.
- 5.6 Monitor key risk issues and information, including emerging risk trends, and ensure regular review and assessment of significant risks.
- 5.7 Monitor the results of risk management activities, evaluate the effectiveness of risk management processes, and assess management's risk handling to ensure that risk management is carried out efficiently and effectively. This includes mitigating financial and non-financial losses, damages, and impacts on the Company's image and reputation in a timely and appropriate manner.
- 5.8 Support and promote the continuous improvement and development of the Company's risk management systems and mechanisms.
- 5.9 Participate in training programs and continuously enhance knowledge and understanding on matters relevant to the Risk Management Committee's functions.
- 5.10 Regularly review and assess the adequacy of the Risk Management Committee Charter and recommend improvements to the Board of Directors to ensure its alignment with objectives, and responsiveness to changing circumstances.
- 5.11 Perform any other duties and responsibilities related to risk management, or as assigned by the Board of Directors.

## **6. Scope of Authority of the Risk Management Committee**

shall have the authority to undertake actions within the scope of its duties and responsibilities as specified under the section "Roles, Duties, and Responsibilities of the Risk Management Committee," of this Charter and shall also have the authority to undertake the following actions:

- 6.1 Invite the Chief Executive Officer, management members, or relevant employees of the Company to provide opinions, attend meetings, or submit documents deemed relevant or necessary.
- 6.2 Engage external advisors, independent experts, or professional consultants to provide opinions or recommendations on matters related to its responsibilities, as deemed necessary, at the Company's expense.
- 6.3 Appoint working groups, define their roles, duties and responsibilities as appropriate, and exercise supervision and control over their operations as necessary.

## **7. Meeting of the Risk Management Committee**

- 7.1 The Company shall convene meetings of the Risk Management Committee at least once every three (3) months. Extraordinary meetings may be held as necessary to consider urgent or special matters.

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- 7.2 In calling a meeting of the Risk Management Committee, the Chairman of the Risk Management Committee or the Committee Secretary shall send a written notice of meeting specifying the date, time, venue, and agenda to all Risk Management Committee members prior to the meeting date. The meeting notice may be delivered via electronic mail.
- 7.3 The Chairman of the Risk Management Committee may consider convening a meeting via electronic media, provided that such electronic meetings are conducted in compliance with applicable laws and related regulations.
- 7.4 The meeting agenda shall be proposed by the Committee Secretary and approved by the Chairman of the Risk Management Committee.
- 7.5 The Committee Secretary shall distribute the meeting materials to all members of the Risk Management Committee in advance to allow sufficient time to review and consider the information prior to the meeting.
- 7.6 Risk Management Committee members should attend all meetings, either in person or through electronic means. If any member is unable to attend, he or she should notify the Chairman of the Risk Management Committee or the Committee Secretary in advance.
- 7.7 A quorum for any meeting of the Risk Management Committee shall consist of not less than one-half (1/2) of the total number of Committee members.
- 7.8 The Chairman of the Risk Management Committee shall preside over the meeting. In the event that the Chairman is absent or unable to perform his or her duties, the attending members shall elect one member to act as the Chairman of the meeting.
- 7.9 Resolutions of a meeting of the Risk Management Committee shall be passed by a majority vote of the members present at the meeting. Each Risk Management Committee member shall have one vote. In the event of a tie, the Chairman of the meeting shall have a casting vote. Any member who has an interest in any matter under consideration shall leave the meeting and shall refrain from expressing opinions and voting on that particular matter. Any dissenting opinions expressed by other members of the Risk Management Committee shall be recorded in the minutes of the meeting and reported to the Board of Directors.
- 7.10 The Risk Management Committee may invite the Chief Executive Officer, management members, employees, Company advisors, and/or other relevant persons to attend meetings as appropriate. The Risk Management Committee may also hold separate meetings with such persons when deemed necessary for specific discussions or consideration.
- 7.11 The Committee Secretary shall attend meetings and prepare written minutes for each meeting.

## **8. Performance Assessment of the Risk Management Committee**

The Risk Management Committee shall conduct an annual self-performance assessment of its duties and responsibilities, both on a collective basis and on an individual member basis, at least once a year.

## **9. Remuneration of the Risk Management Committee**

Members of the Board of Directors who are independent directors or non-executive directors serving on the Risk Management Committee shall receive remuneration appropriate to their duties and responsibilities, as approved by the shareholders' meeting.

## **10. Reporting on the Risk Management Committee's Performance**

10.1 The Risk Management Committee, through its Chairman or a designated representative, shall report its performance to the Board of Directors on a regular basis, at least once every quarter. The report shall cover significant matters and resolutions adopted at its meetings. In the event of any critical factors or material incidents that may have a significant impact on the Company, the Risk Management Committee shall promptly report such matters to the Board of Directors for acknowledgment and consideration.

10.2 The Risk Management Committee shall prepare and disclose a report on its performance for the preceding year to the shareholders in the Company's Annual Registration Statement/Annual Report (Form 56-1 One Report). Such report shall be signed by the Chairman of the Risk Management Committee and shall include the following details:

- the number of meetings held during a year,
- the attendance record of each committee member, and
- the Risk Management Committee's performance in accordance with its Charter.