



Risk Management Committee Charter

1 October, 2018



Rationale

Group Lease Public Company Limited (the “**Company**”), deems it appropriate to establish a Risk Management Committee (the “**Committee**”) in order to determine policy, guideline and measures regarding the risk management of the Company and its subsidiaries to protect against and mitigate the potential risks that might cause damages to the Company and its subsidiaries which shall operate according to the procedures provided in this charter.

Membership

The Committee, appointed by the Board of Directors, shall consist of at least five members, at least three whom shall be independent directors of the Company. The Board shall designate one independent director member to be the Chair of the Committee.

Term of Office

Committee members shall be appointed for a term of three years. Except for retired by rotation, Committee members shall be retired by death, resignation or removal by the Board.

In case that the retirement is from the reason other than retired by rotation, the Board shall designate a new member in replacement who shall have the remaining term of the member whom s/he replaced.

Meeting

1. The Chair of the Committee shall be the person who calls the meeting which should be held at least 4 times annually.
2. The quorum necessary for the transaction of business at a Committee meeting shall be a majority of the Committee members.
3. In the absence of the Chair of the Committee, one independent director member shall be appointed or elected a chair of the meeting by the Committee members present at the meeting.
4. A resolution put to vote at a Committee meeting shall be carried by the affirmative votes of a majority of the votes cast. The Chair of the Committee shall have a casting vote on all matters in the event of an equality of votes.

Responsibilities

1. Establish a risk management policy and procedures of the Company and its subsidiaries to mitigate or terminate the impact from the risks that might cause damages to the Company and its subsidiaries to be submitted to the Board and the Management for further action.
2. Review and update the risk management policy and procedures to be



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- submitted to the Board and Management.
3. Establish criteria and method of risk assessment and determine the different level of risk to be submitted to the Board meeting and the Management for further action.
 4. Discuss with the Management, Manager and Operation Dept. the Company's and its subsidiaries' risk assessment and risk management processes in various aspects pertaining to accounting, finance, human resources, procurement, cyber security, data base including other related rules and regulations of the Company and its subsidiaries whether there are any holes of risks.
 5. Perform other functions pertaining to the risk assessment policy as assigned by the Board.

In compliance with this Charter, the Committee is authorized to invite any officer or employee of the Company and its subsidiaries to provide information or submit necessary documents or evidences and if deemed necessary, the Committee may retain special risk assessment counsel or enroll in training courses. Any expenses incurred should be responsible by the Company.

Remunerations

The Committee's remunerations shall comply with what have been approved by the shareholders' meeting.

This Charter is effective on 1 December, 2018.

Given on 1 December, 2018

(Mr. Skol Harnsuthivarin)
Chairman of the Board
Group Lease Public Company Limited