



KCE Electronics Public Company Limited

Charter of the Enterprise Risk Management (ERM) Policy Committee



Charter of the Enterprise Risk Management Policy Committee
KCE Electronics Public Company Limited

Content

	Page
1. Definitions	1
2. Objectives	1
3. Composition and Qualifications	1
4. Term of Office	2
5. Duties and Responsibilities	2
6. Meetings and Voting	3
7. Reporting	3
8. Performance Evaluation	3
9. Charter Review	4

Charter of the Enterprise Risk Management Policy Committee

The Company has established the Charter of the Enterprise Risk Management Policy Committee in accordance with the principles and practices of the Stock Exchange of Thailand. This Charter serves as a guideline for the Committee to fulfill the expectations of the shareholders, the Company's Board of Directors, and external regulatory authorities. The details are as follows:

1. Definitions

- "The Company" means KCE Electronics Public Company Limited.
- "The Board of Directors" means the Board of Directors of KCE Electronics Public Company Limited.
- "The Enterprise Risk Management Policy Committee" means the Enterprise Risk Management Policy Committee of KCE Electronics Public Company Limited.
- "Chairman of the Board" means the Chairman of the Board of KCE Electronics Public Company Limited.
- "Chairman of the Enterprise Risk Management Policy Committee" means the Chairman of the Enterprise Risk Management Policy Committee of KCE Electronics Public Company Limited.
- "Director" means a Director of KCE Electronics Public Company Limited.
- "Member of the Enterprise Risk Management Policy Committee" means a member of the Enterprise Risk Management Policy Committee of KCE Electronics Public Company Limited.

2. Objectives

The Board of Directors has established the Enterprise Risk Management Policy Committee to set comprehensive risk management policies across the organization. The Committee is also responsible for overseeing the implementation of risk management systems and processes to appropriately mitigate impacts on the Company's business, and for developing the risk management framework to maintain risk levels within the Company's acceptable limits.

3. Composition and Qualifications

- 3.1. The Enterprise Risk Management Policy Committee consists of at least three Directors, including at least two Independent Directors. All members shall be appointed by the Board of Directors, which shall also appoint one member as the Chairman of the Enterprise Risk Management Policy Committee.
- 3.2. The Enterprise Risk Management Policy Committee shall appoint the Secretary of the Committee.

4. Term of Office

- 4.1. Members of the Enterprise Risk Management Policy Committee shall serve a term coinciding with their term as Directors of the Company.
- 4.2. In addition to the expiration of the term, a member of the Enterprise Risk Management Policy Committee shall vacate their position upon:
 - (a) death
 - (b) resignation
 - (c) removal by resolution of the Board of Directors
 - (d) ceasing to be a Director of the Company
 - (e) disqualification or possessing prohibited characteristics under the Company's regulations, the Public Limited Companies Act B.E. 2535, and the Securities and Exchange Act B.E. 2535 (as amended).
- 4.3. In the event of a vacancy on the Committee, the Board of Directors shall appoint a qualified Director who does not possess prohibited characteristics to fill the vacancy. The appointed member shall serve only for the remainder of the predecessor's term

5. Duties and Responsibilities

- 5.1. Establish overall risk management policies and guidelines covering all aspects of risk, for submission to the Board of Directors for approval.
- 5.2. Review significant risks of the Company and recommend preventive measures or actions to reduce risk to acceptable levels, for submission to the Board of Directors.
- 5.3. Review the adequacy of risk management policies and systems, including the effectiveness of the system and compliance with established policies, ensuring organization-wide efficiency and continuous adherence.
- 5.4. Oversee, monitor, evaluate, and adjust operational plans to continuously mitigate risks appropriately in line with the Company's business environment.
- 5.5. Present reports to the Board of Directors meeting any updates, amendments, or improvements related to risk management to ensure that the Board is informed of and remains aware of the key risks facing the organization, as well as factors that may impact the organization's future risk profile
- 5.6. Perform any other actions as assigned by the Board of Directors, as deemed appropriate.

6. Meetings and Voting

- 6.1. The Committee shall meet at least once quarterly.
- 6.2. The Chairman of the Committee may convene a special meeting if there is a need to discuss significant issues. The Committee may invite any person to attend such meetings.
- 6.3. The Chairman shall convene meetings of the committee. In such meetings, the chairman may invite relevant executives, employees, or any individuals deemed appropriate to attend the meeting, provide opinions, or submit documents or information considered relevant or necessary
- 6.4. A meeting of the committee shall constitute a quorum when not less than half of the total number of committee members are present.
- 6.5. In voting, each member shall have one vote, and resolutions shall be passed by a majority of votes. In the event of a tie, the Chairman shall have an additional casting vote. Any member who has a conflict of interest regarding a particular item shall neither participate in discussions nor be entitled to vote on that matter.
- 6.6. The Secretary of the Committee is responsible for arranging meetings, preparing the agenda, distributing supporting documents, and recording the minutes of the meeting. The notice of the meeting and relevant documents shall be circulated to committee members at least three days prior to the meeting.

7. Reporting

The Committee shall report risks and recommendations to the Board of Directors regularly as appropriate.

8. Performance Evaluation

The Committee shall conduct an annual self-assessment of its performance and report any obstacles, if any, that prevent the achievement of its objectives to the Board of Directors.

9. Charter Review

The Committee shall review the appropriateness of the Charter annually to ensure its alignment with the objectives and risk management strategies of the Company. Any material amendments to the Charter must be approved by the Board of Directors.

This Charter is effective from **9 December 2025** onward.



(Mr. Kanchit Bunajinda)

Chairman of the Enterprise Risk Management
Policy Committee



(Mr. Bantha Ongkosit)

Chairman of the Board Directors