

## Charter of the Sustainability and Risk Management Committee Univentures Public Company Limited

### 1. Objectives

The Board of Directors appoints the Sustainability and Risk Management Committee in order to support operations of the Board of Directors in managing relevant risks of the Group overall to be within acceptable level and helping to oversee the creation of UV Group's sustainable development to ensure the implementation of UV Group's business policies and strategies is under an effective risk management system to protect the interests of the Company and its shareholders as a whole. As well as integrating sustainability issues and there are clear guidelines for creating a sustainable development which will be able to deliver appropriate value to all stakeholders. In this regard, in order to provide clarity on authority, responsibility, and other matters related to duties of the Sustainability and Risk Management Committee, the Board of Directors therefore prepares this Charter.

### 2. Composition and Appointment

- 2.1 The Board of Directors appoints the Sustainability and Risk Management Committee which comprises of directors and the top executives of main department or main business of UV Group. The Board of Directors prescribes the number of members of the Sustainability and Risk Management Committee as deemed suitable.
- 2.2 President is the Sustainability and Risk Management Committee members by position and assigned the President is the chairman of the Sustainability and Risk Management Committee.
- 2.3 The chief executive of the main departments and subsidiaries are the Sustainability and Risk Management Committee members by position or depending on the approval of the chairman of the Sustainability and Risk Management Committee.
- 2.4 Chairman of the Sustainability and Risk Management Committee shall elect one committee member to be the vice chairman and elect one committee member or other management who is qualified to be secretary of the Committee.

### 3. Qualifications

- 3.1 Members of the Sustainability and Risk Management Committee must be knowledgeable, capable and experienced in the business operation of the Company and/or have risk management knowledge and expertise
- 3.2 Must possess honesty, business ethics, and full dedication of time to perform at work.
- 3.3 Members of the Sustainability and Risk Management Committee must be qualified and possess no prohibited characteristics under the laws of Public Limited Companies, the Securities and Exchange Act and other relevant laws, as well as no characteristics that indicate lack of properness to be trusted for managing a company with public shareholders as specified by the Office of the Securities and Exchange Commission ("the SEC").

**4. Term of Office and Remuneration**

- 4.1 The term of office of the Sustainability and Risk Management Committee members who are Board Directors is three years, ending in accordance with term of the Company's directors. At the end of the term, he/she may be reappointed as a member of the Committee again.
- 4.2 Members of the Sustainability and Risk Management Committee who are the Company's executives hold the term of office as same as their terms for being the Executives, unless the Board of Directors resolves otherwise.
- 4.3 In addition to the expiration of the term of office stated above, members of the Sustainability and Risk Management Committee can vacate office upon
  - (1) Death
  - (2) Resignation
  - (3) Lack of qualifications for being a director or possession of prohibited characteristics under the laws of Public Limited Companies or characteristics that indicate lack of properness to be trusted for managing a company with public shareholders as specified by the SEC.
  - (4) The meeting of the Board of Directors resolves to remove him/her from office.
- 4.4 In the case that a member of the Sustainability and Risk Management Committee wishes to resign from the position, he/she shall submit the resignation letter to the Chairman of the Board of Directors.
- 4.5 In the case that a position of the Sustainability and Risk Management Committee is vacant due to reasons other than end of term, the Board of Directors shall appoint a substitute person who possesses qualifications and no characteristics prohibited by law to become a replacing member. If the term of office of such member is less than 2 months, the Board of Directors does not have to appoint a substitute member to replace such member. The substitute member can be in the position only for the remaining term of the member whom she/he replaces.

**5. Meetings**

- 5.1 The Sustainability and Risk Management Committee shall meet on a quarterly basis at least four times a year and shall have the authority to call additional meetings as necessary.
- 5.2 The Chairman of the Sustainability and Risk Management Committee or the Chairman of the meeting may require the Sustainability and Risk Management Committee to conduct the meeting via electronic media. The meeting through the said electronic media must comply with the rules and procedures prescribed by law.
- 5.3 In calling a meeting of the Sustainability and Risk Management Committee, the Chairman of the Sustainability and Risk Management Committee or the Secretary of the Sustainability and Risk Management Committee as the person assigned shall send the invitation letter together with the agenda and supporting documents to the committee members no less than 7 days prior to the meeting date for the committee members to study in advance of the meeting, except in urgent cases to protect the rights or benefits of the Company in which the Chairman of the Committee or the assigned person may announce the meeting by other means and schedule the meeting sooner.



For sending invitation letters and supporting documents to the committees, the Secretary of the Sustainability and Risk Management Committee may send a summoning notice for a meeting including its related documents by an electronic mail. In this regard, the Secretary of the Sustainability and Risk Management Committee must keep copies of the summoning notice and its related documents as evidence, which may be stored in electronic data format.

- 5.4 The meetings of the Sustainability and Risk Management Committee must have attendance of committee members more than half of the total members of the Sustainability and Risk Management Committee to be considered as a quorum.
- 5.5 In case that the Chairman of the Sustainability and Risk Management Committee and Vice Chairman do not attend the meetings, the committee members who attend the meeting shall elect one of them to preside as the Chairman over the meeting.
- 5.6 In the meetings of the Sustainability and Risk Management Committee, committee members who are stakeholders for the matters in consideration must leave the meetings during the consideration period of such matters and shall have no voting rights on such matters.
- 5.7 In getting resolutions, the majority of votes shall be used. In case of equal votes, the Chairman of the Sustainability and Risk Management Committee shall provide one additional vote to finalize and if there are committee members who object to such resolutions, the objections shall be recorded in the minutes of meetings.
- 5.8 The Sustainability and Risk Management Committee may invite other executives such as Assistant Vice President of subsidiaries, department heads, consultants of UV Group, and/or related individuals to attend the meetings as appropriate. The Sustainability and Risk Management Committee can also consider separated meetings with other individuals if there are issues or matters that should be discussed specifically.
- 5.9 The Secretary of the Sustainability and Risk Management Committee is responsible for taking notes and preparing minutes of meetings within 14 days, as well as organizing minutes of meetings and supporting documents.

## **6. Duties and Responsibilities**

### **6.1 Risk Management**

- (1) Determine and review policies, goals, and scope of risk management for the Company, including integrated risk management, major business risk management such as strategic risk, business risk, operational risk, legal compliance risk, corruption risk and sustainability risks (ESG risk) related to environmental, social and governance issues as well as emerging risks, to be appropriate for efficient business operations, in line with international standards, and in alignment with business strategy, business plan, and changing circumstance in each period.



- (2) Prepare and approve appropriate risk management plan by gathering opinions of executives and employees from various departments to mutually evaluate risk factors that may significantly impact business operations of the Company, as well as preparing risk management plan in all levels in order to mitigate impact that may have on business operations of the Company.
- (3) Support and develop risk management system to be efficient, as well as following up on the Company to ensure that there is regular risk assessment and appropriate risk management.
- (4) Govern, monitor, and review relevant risk management plan and report, as well as providing advisory to ensure that there is efficient risk management suiting with business operations of the Company, and managing risks to be in acceptable level and in line with Risk Management Policy of the Company.
- (5) Report risks and risk management results to the Audit Committee for review before presenting to the Board of Directors every quarter. In the event that there is a factor or important incident that may significantly impact the Company, it shall immediately report to the Board of Directors.
- (6) Encourage executives and employees to be aware of the importance of risk management, including communicating and enhancing knowledge and understanding of risk management to drive risk management at all levels of the organization and instill it into the corporate culture.

## **6.2 Sustainable Development**

- (1) Prepare the sustainability development plan of UV Group in accordance with the sustainability policy and business strategy plan of UV Group, including monitoring and drive implementation of the sustainability development plan.
- (2) Support and follow up on sustainability development performance of departments and subsidiaries to report to the Board of Directors.
- (3) Oversee and support the preparation of a sustainability development report, including to approve the sustainability development report for public disclosure.
- (4) Communicate and encourage participation from those involved to create a culture of sustainable development in the business operations and work processes of UV Group.

## **6.3 Other duties and responsibilities**

- (1) Review and amend the Charter of the Sustainability and Risk Management Committee annually in which if there is amendment to the Charter then it shall be presented to the Board of Directors for approval.
- (2) Perform other duties assigned by the Board of Directors.



## **7. Performance Assessment**

The Sustainability and Risk Management Committee arranges performance assessment of the Committee every year, at least once a year, in order to review performance, difficulties, obstacles, and other suggestions for improvement and further development of performance. This is done in methods of individual assessment (self-assessment) and group assessment in reference to the assessment form of the Thai Institute of Directors (IOD) and the assessment form of the the Stock Exchange of Thailand.

This Charter of the Sustainability and Risk Management Committee 2019-2020 has been approved by the Board of Directors at the Board of Directors Meeting No. 4/2019 – 2020 on 7 May 2020. It will be effective from 8 May 2020 onwards.