



**Central Plaza Hotel Public Company Limited**

**Charter of Risk Management, Corporate Governance, and  
Sustainability Committee  
(2026 Edition)**

Approved by Board of Directors Meeting NO. 7/2025  
On 14 November 2025

Prepared by Risk Management Department

**PUBLIC**

## **Charter of Risk Management, Corporate Governance, and Sustainability Committee (2026 Edition)**

### **Central Plaza Hotel Public Company Limited**

#### **1. Purpose**

The Charter of the Risk Management, Corporate Governance, and Sustainability Committee is established to assist the company's Board of Directors in defining the scope of integrated risk management operations across the organization. It is based on the fundamental principles of good corporate governance and the international risk management framework (COSO Enterprise Risk Management Framework: COSO ERM) to control risks and minimize their impact. It sets preventive measures and ensures proper monitoring of compliance with these measures. Additionally, it oversees governance and sustainability efforts to ensure that the company's operations align with its direction, policies, and strategies, ensuring good corporate governance and sustainable development.

#### **2. Composition**

2.1 The Risk Management, Corporate Governance, and Sustainability Committee has been appointed by the Board of Directors to oversee risk management, governance, and sustainable development activities. This ensures that the management, which is responsible for these tasks, implements risk management systems, governance, and sustainability development effectively.

2.2 The Risk Management, Corporate Governance, and Sustainability Committee consist of:

- 1) Independent Director(s)
- 2) Executive Director(s)
- 3) One or more individuals who may be company executives or external individuals.

2.3 Chairman of the Risk Management, Corporate Governance, and Sustainability Committee must be from independent directors and was appointed by the Board of Directors.

2.4 The Risk Management, Corporate Governance, and Sustainability Committee is required to appoint a secretary to the committee. The secretary's role is to assist in the committee's operations, including scheduling meetings, preparing meeting agendas, distributing supporting documents, and recording minutes of the meetings.

### 3. Qualification

3.1 Be fully qualified and not exhibit characteristics that are prohibited by Public Limited Companies Act, Securities and Exchange Act, and any other laws related to the company's business operations.

3.2. Be knowledgeable and have experiences that are beneficial to business operations, ethical, honest, and have sufficient time to dedicate their knowledge and capabilities and perform their duties for the Company.

### 4. Terms

4.1 The Risk Management, Corporate Governance, and Sustainability Committee members have a term of office of three (3) years per term. Upon the expiration of their term, they may be re-nominated and reappointed with the approval of the Board of Directors' meeting.

4.2 Apart from the expiration of their term as mentioned above, members of the Risk Management, Corporate Governance, and Sustainability Committee shall vacate their position under the following circumstances:

- 1) Deceased.
- 2) Resignation
- 3) Loss of qualifications as specified in this charter for being a committee member
- 4) Resolution by the Board of Directors to remove the member
- 5) Court order for removal
- 6) Termination of status as a director or executive of the company.

4.3 The member of the Risk Management, Corporate Governance, and Sustainability Committee who wishes to resign from the position must submit a resignation letter to the Chairman of the Board of Directors. The resignation will take effect from the date the resignation letter is received by the Chairman of the Board of Directors.

4.4 In the event that the entire Risk Management, Corporate Governance, and Sustainability Committee is vacated, the outgoing committee members shall continue to hold office in an acting capacity to carry out their duties until the new Risk Management, Corporate Governance, and Sustainability Committee assumes office.

### 5. Authorities, Duties, and Responsibilities

The Risk Management, Governance, and Sustainability Committee is directly accountable to the Board of Directors and has the powers, duties, and responsibilities as delegated by the Board of Directors, as follows:

## Risk Management

1) Review and evaluate the organization's overall risk management policies and guidelines to ensure alignment with the objectives, goals, strategies, and acceptable risk levels (Risk Appetite), in accordance with the risk management framework approved by the Board of Directors. This is to serve as the operational framework for risk management processes for employees at all levels within the organization.

2) Oversee the identification of risks by considering both external and internal factors that may prevent the company from achieving its set objectives. This includes key risks such as strategic risk, operational risk, financial risk, compliance risk, cybersecurity risk, environmental and climate change risk, and emerging risks, among others. Additionally, propose methods for mitigating and managing these risks to ensure they remain within acceptable levels.

3) Oversee and ensure that the company evaluates the impacts and likelihood arising from identified risks in order to prioritize them. The company should have appropriate risk management methods in place, whether it involves 1) Risk Acceptance, 2) Risk Reduction, 3) Risk Sharing, 4) Risk Avoidance, or 5) Risk Pursue

4) Oversee the compliance with the established risk management policies, guidelines, and risk mitigation measures. Additionally, support and encourage collaboration in risk management at all levels of the organization.

5) Regularly monitor and evaluate the effectiveness of the risk management policy, including reviewing the adequacy and appropriateness of the organization's risk management policies, strategies, and practices. This is to ensure that the policies, strategies, and practices are aligned with the business strategy and direction, and that they effectively manage risks within acceptable levels.

6) Communicate with the Audit Committee regarding significant risks to assess the adequacy of the organization's internal control system.

7) Provide advice and support to the Board of Directors on the organization's risk management policy and promote and encourage continuous and consistent improvement and development of the risk management system.

8) Perform any other duties as assigned by the Board of Directors.

### **Corporate Governance**

- 1) Review and reconsider policies, regulations, guidelines, codes of business conduct, or other relevant documents to align with the principles of good corporate governance.
- 2) Review and provide recommendations on compliance with good corporate governance principles for relevant organizations, such as the Stock Exchange of Thailand, the Thai Institute of Directors Association, and/or other related entities.
- 3) Monitor and oversee corporate governance operations to ensure alignment with established policies and objectives.
- 4) Perform other duties as assigned by the Board of Directors.

### **Sustainability Development**

- 1) Review and reconsider policies, operational guidelines, and development plans for sustainability to ensure alignment with the company's business operations in social and environmental aspects.
- 2) Consider and approve strategies for sustainability development, as well as promote and support various activities to achieve the company's sustainability goals.
- 3) Define the scope of operations, monitor, and evaluate sustainability development under the requirements of sustainability assessment organizations, such as the Stock Exchange of Thailand and/or other relevant entities.
- 4) Monitor and oversee sustainability development operations to ensure compliance with established policies and goals.
- 5) Perform other duties as assigned by the Board of Directors.

The Risk Management, Corporate Governance, and Sustainability Committee has the authority to request information from various departments of the company and its subsidiaries to support further consideration on various matters.

## **6. Quorum and Meetings**

- 1) The Risk Management, Corporate Governance, and Sustainability Committee holds meetings at least once every quarter.
- 2) For calling a meeting of the Risk Management, Corporate Governance, and Sustainability Committee, the Chairperson of the Risk Management, Corporate Governance, and Sustainability Committee or the Secretary of the Committee, under the Chairperson's instruction, shall send a meeting notice along with the agenda and supporting documents to the members of the Risk Management, Corporate Governance, and Sustainability Committee at least five (5) days

prior to the meeting. However, in urgent cases where it is necessary to protect the rights or benefits of the company, the meeting date may be set earlier than the specified period.

3) Meetings of the Risk Management, Corporate Governance, and Sustainability Committee shall be held at the company's headquarters, a branch office, or conducted via electronic media.

4) For a meeting of the Risk Management, Corporate Governance, and Sustainability Committee to form a quorum, at least half of the total number of committee members must attend. Attendance may include participation in person or through electronic means.

5) In the event that the Chairperson of the Risk Management, Corporate Governance, and Sustainability Committee is absent or unable to perform their duties, the committee members present at the meeting shall select one of the members to act as the Chairperson for that meeting.

6) Each member of the Risk Management, Corporate Governance, and Sustainability Committee is entitled to one vote. However, a member with a conflict of interest in a particular matter is not permitted to vote on that matter. In the event of a tie, the Chairperson of the meeting shall have an additional casting vote to make the final decision.

7) Decisions of the meeting shall be determined by a majority vote.

## **7. Performance Evaluation**

The Risk Management, Corporate Governance, and Sustainability Committee shall conduct a self-assessment at least once a year and report the results to the Board of Directors. The evaluation results shall be used to enhance operational efficiency and achieve the defined objectives.

## **8. Review**

Review and update the Charter of the Risk Management, Corporate Governance, and Sustainability Committee annually to ensure its appropriateness, and propose it to the Board of Directors for approval.

The Charter of Risk Management, Corporate Governance, and Sustainability Committee 2026 Edition was approved by the Board of Directors Meeting No. 7/2025 on 14 November 2025 and shall be effective from 1 January 2026 onwards.

- Signed -

Mr. Norachit Sinhaseni

Chairman of the Board

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