



**Central Plaza Hotel Public Company Limited**

**Charter of Business Unit Risk Management Committee  
(2026 Edition)**

Approved by Board of Directors Meeting NO. 7/2025

On 14 November 2025

Prepared by Risk Management Department

**PUBLIC**

## **Charter of Business Unit Risk Management Committee (2026 Edition)**

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

#### **1. Introduction**

The main objective of the business operations of Central Plaza Hotel Public Company Limited is to create value for stakeholders, including shareholders, customers, suppliers, partners, employees, and to be responsible to society and the public. However, in the course of doing business, the company faces risks that may increase or decrease the value of the company. Therefore, the company recognizes the importance of risk management as a tool to assist management in identifying and managing risks effectively and efficiently.

#### **2. Purpose**

To ensure the company's stability and sustainable growth, the Board of Directors has established a risk management policy based on Good Corporate Governance principles and the international COSO Enterprise Risk Management Framework (COSO ERM). This policy aims to control risks, mitigate their impacts, and implement preventive measures while monitoring compliance effectively. It also ensures that risk management responsibilities are separated from units that might generate risks. To enhance the efficiency and effectiveness of risk management, the Chief Executive Officer has appointed a Business Unit Risk Management Committee to ensure proper implementation and oversight as below

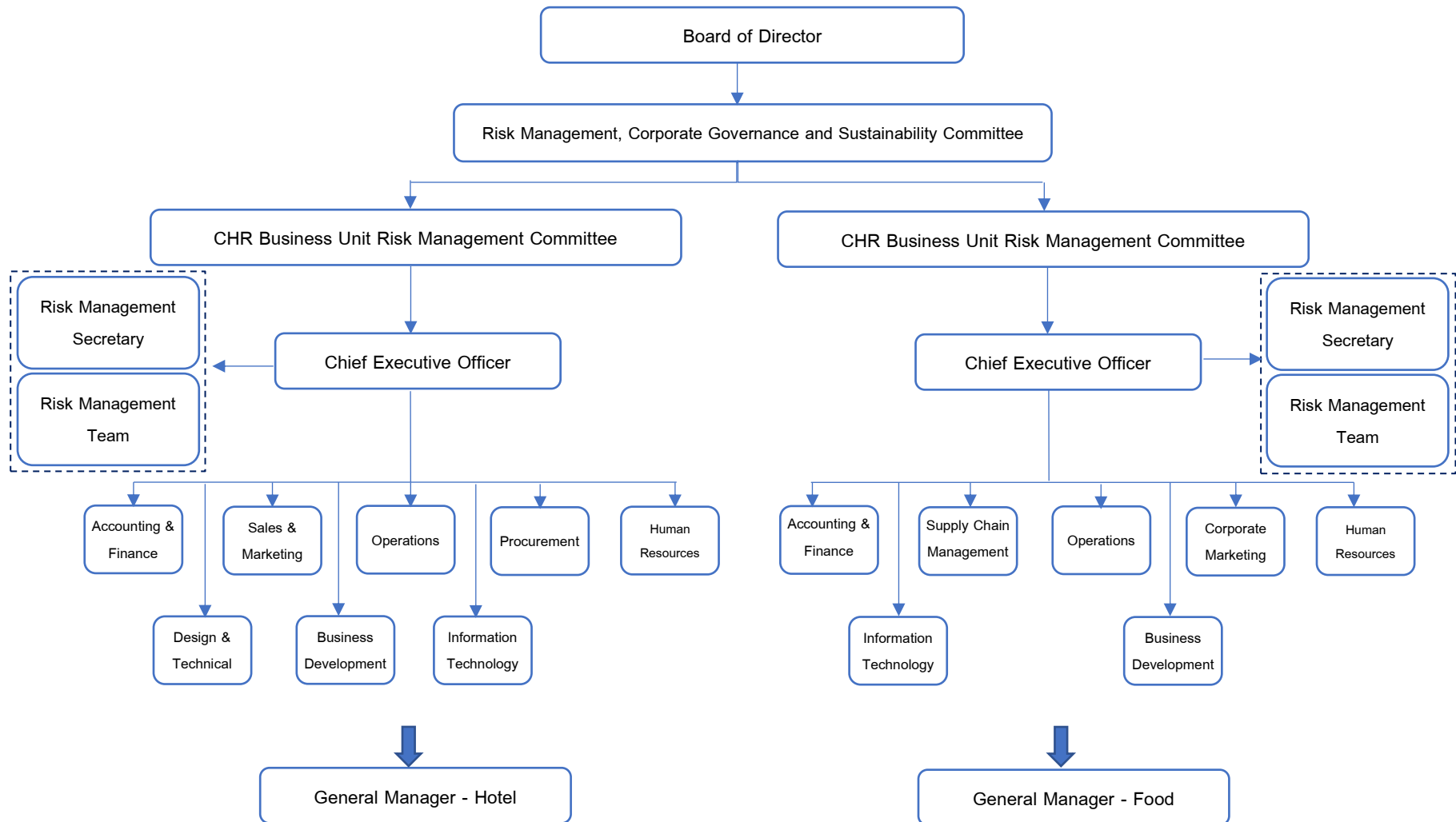
- The company can achieve its business objectives and stakeholder expectations by maintaining a balance between the level of risk and the return from business operations, ensuring that the risks are at an acceptable level (Risk appetite).
- The management understands the risk factors that may impact the business both domestically and internationally. They assess the level of risk in terms of the likelihood of occurrence and the potential impacts and are able to manage these risks to ensure they remain at an acceptable level (Risk appetite).
- The company has complied with laws and regulations accurately.
- The response to risks or crises is designed to minimize or reduce disruptions to operations

- All risks that may affect the achievement of the company's objectives and strategies must be:
  - Identified and presented at meetings in a timely manner.
  - Considered in terms of the costs and benefits of implementing risk controls and managing risks to an acceptable level (Risk appetite).
  - Reduced by using appropriate control activities to ensure that the company has mitigated unacceptable losses.
  - Continuously monitored to ensure that the company's risks are managed appropriately.

### 3. Risk Management Structure

The risk management structure is an integral component of the risk management framework, outlining the decision-making authority, roles, responsibilities, and duties of the team and all employees. This ensures that the company has skilled personnel who are sufficient to successfully perform their duties.

## Risk Management Structure of Central Plaza Hotel Public Company Limited



#### 4. Composition of Business Unit Risk Management Committee

4.1 The Business Unit Risk Management Committee is appointed by the Chief Executive Officer (CEO) and consists of:

- 1) Chairman of the Committee
- 2) Secretary of the Committee
- 3) Committee members representing various management departments.

4.2 The Chairman of the Business Unit Risk Management Committee designates the Chief Executive Officer (CEO) as the Chairman of the Business Unit Risk Management Committee.

4.3 The Secretary of the Business Unit Risk Management Committee is appointed by the Chief Executive Officer (CEO).

4.4 Senior executives of each department are designated as members of the Business Unit Risk Management Committee for each hotel business and food business.

4.5 The Secretary of the Business Unit Risk Management Committee must attend every meeting; whereby Senior executive members may be invited to attend, as appropriate and necessary, by the Committee.

#### 5. Quorum and Meetings

5.1 The Business Unit Risk Management Committee holds meetings at least once every quarter.

5.2 In the meeting of the Business Unit Risk Management Committee, at least half of the total number of committee members must attend in order to form a quorum.

5.3 In the event that the Chairperson of the Business Unit Risk Management Committee is absent from the meeting or unable to perform their duties, the committee members present shall select one of the members to act as the chairperson of the meeting.

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

5.5 Each member of the Business Unit Risk Management Committee has one vote, except for a member with a vested interest in a particular matter, who is not entitled to vote on that matter. If there is a tie in the votes, the chairperson of the meeting has the casting vote to make the final decision.

5.6 Before the meeting of the Business Unit Risk Management Committee, each department head is responsible for submitting risk information related to their area and scope of responsibility. This information must be sent to the secretary of the Business Unit Risk Management Committee at least 5 days before the meeting.

## 6. Authorities, Duties, and Responsibilities

### 6.1 Business Unit Risk Management Committee

#### **Risk Management**

1) Formulate and execute strategies within the company's acceptable risk levels in accordance with the risk management framework approved by the Board of Directors and the Risk, Governance, and Sustainability Committee.

2) Monitor the implementation of policies and strategies, including reviewing the efficiency and effectiveness of the risk management framework, to ensure that risks are managed at an acceptable level.

3) Senior executives are responsible for presenting the risks relevant to each key department, outlining the management methods, and reporting on the monitoring results.

4) Take action in decision-making and provide guidance on issues arising in the business unit risk management process.

5) Promote a culture of proper risk management.

#### **Corporate Governance**

Establish and review policies, regulations, and procedures in alignment with good corporate governance principles. Conduct meetings to monitor the progress of corporate governance plans, provide recommendations, and offer necessary support to the corporate governance working group. Perform internal evaluations based on corporate governance criteria to identify areas for improvement. Represent the company in communicating and conducting corporate governance activities with executives, employees, and stakeholders.

#### **Sustainability Development**

Develop and review business sustainability policies and set business sustainability goals. Drive the implementation of policies related to economic, social, and environmental operations, while enhancing safety and hygiene standards. Ensure the comprehensive disclosure of sustainability development information to all stakeholders through appropriate communication channels.

## 6.2 Business Unit Risk Management Responsibility: Hotel Business and Food Business

1) Executives and employees are jointly responsible for identifying risks that may impact the organization, at both the strategic level and the business unit level, including issues related to finance and the organization's reputation.

2) The department head must submit an initial risk management plan to the Business Unit Risk Management Committee for approval.

3) Designate the responsible person for implementing the plan.

4) Follow-up process to ensure that the risk management plan is being implemented as outlined, and the effectiveness of the risk management is evaluated.

5) Follow-up process to assess new risks or changes in existing risks based on changes in the business environment.

## 6.3 Risk Management Working Group

1) Prepare and present a risk management framework to the Risk Management, Corporate Governance, and Sustainability Committee for approval.

2) Coordinate risk management efforts to ensure that implementation is aligned across the entire organization.

3) Support the development of the risk management framework, including its implementation and continuous monitoring.

4) Provide recommendations to various departments on risk management techniques.

5) If requested, may serve as a facilitator in risk management workshops.

6) Coordinate and update the organization's risk register to ensure it is current.

7) Collect and analyze all risks within the company, and prepare a report for the Risk Management, Corporate Governance, and Sustainability Committee to present to the Board of Directors.

8) Study and analyze both internal and external risk factors that impact the company and discuss with relevant executives to take appropriate risk management actions.

9) Coordinate the organization of meetings, presentations, and workshops on the company's risk management.

10) Provide training or coordinate training on risk management at the business unit level. Monitor best practices and international risk management frameworks, such as the COSO Enterprise Risk Management Framework (COSO ERM), in managing risks and keep the Risk Management Committee regularly updated with current information.

The Charter of Business Unit Risk Management 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

Central Plaza Hotel Public Company Limited