

(Translation)

RATCH Group Public Company Limited
Regulations of the Risk Management Committee
B.E.2562

Pursuant to the shareholder resolution reached at Ratchaburi Electricity Generating Holding Public Company Limited's 2019 Annual General Meeting on 12 April 2019, the Company was renamed to RATCH Group Public Company Limited. Seeing the need to have the Regulations of Risk Management Committee to oversee a system that controls, monitors, assesses, guards against and manages risks efficiently and across the enterprise in support of corporate governance and RATCH Group Public Company Limited's Corporate Governance Policy, Ratchaburi Electricity Generating Holding Public Company Limited's Board of Directors at the meeting No. 3/2019 held on 15 March 2019 approved these regulations.

1. These regulations are called "RATCH Group Public Company Limited Regulations of Risk Management Committee B.E.2562".

2. These regulations shall be effective as of 17 April 2019.

3. In these regulations,

“Company” refers to RATCH Group Public Company Limited.

“Board of Directors” refers to the Company's Board of Directors.

“Directors” refer to the Company's directors.

“Management” means the Company's Management.

“Risk Management Committee” refers to the Company's Risk Management Committee as described in these regulations.

“Secretary” means the secretary of the Risk Management Committee in these regulations.

“Employees” refer to the Company's employees as described in RATCH Group Public Company Limited Regulations of Personnel Management.

4. The Risk Management Committee shall be composed of Chairman and no more than 4 director and executive members, appointed by the Board of Directors.

5. The Risk Management Committee shall appoint an employee who has knowledge as well as capabilities in risk management, investment or finance and whose qualifications do not contradict relevant laws and regulations as its secretary.

6. The Risk Management Committee serves a term of three years. An executive director who retires by rotation may be re-elected.

7. The Risk Management Committee's membership is terminated prior to end of tenure in the following cases:

- (1) Death
- (2) Resignation
- (3) Termination of directorship and/or employment.

A member of the Risk Management Committee replacing the director whose membership is prematurely terminated shall serve accordingly to the remaining term of the director whom he replaces.

8. The Board of Directors' meeting procedure, quorum and voting applies mutatis mutandis to the Risk Management Committee.

9. The Risk Management Committee is tasked with the following duties:

(1) For the Board of Directors' approval, review and screen the Company's overall risk management policy and approaches that cover significant risks including financial risks, investment risks and risks to the Company's reputation.

(2) Set the Company's risk management strategy and approaches in alignment with the risk management policy. Risks shall be assessed, monitored and kept at an appropriate level.

(3) Supervise and follow up on compliance with the risk management policy, under the guidelines and policy endorsed by the Board of Directors.

(4) Set risk assessment criteria and the Company's risk appetite.

(5) Formulate risk management measures for different circumstances.

(6) Review the sufficiency of the risk management policy and system, involving the system effectiveness and compliance.

(7) Regularly keep the Board of Directors informed about the Company's management, operations and risk status, changes and proposed improvements for better compliance with the Company's policy and strategy.

(8) Establish the Risk Management Working Group as deemed necessary.

(9) Provide the Risk Management Working Group supports in terms of personnel, budget and other resources accordingly to its scope of responsibility.

10. The Risk Management Committee shall report directly to the Board of Directors and the Board of Directors remains responsible for the Company's operations to the general public.

11. The Risk Management Committee is empowered to:

(1) Summon directors and/or employees to a discussion or to clarify or answer questions relating to the Risk Management Committee's duties and responsibilities.

(2) Consult specialists or the Company's consultants (if any) or if necessary, hire external specialists on a job-by-job basis at the Company's expense.

(3) Ask employees to submit company documents for its consideration and actions within the scope of the Risk Management Committee's duties and responsibilities.

(4) Examine or investigate matters to accomplish its duties and responsibilities.

(5) Give employees assignments which are within the scope of the Risk Management Committee's duties and responsibilities.

Announced on 17 April 2019

(Mr. Sutat Patmasiriwat)
Chairman of RATCH Group Public Company Limited