

Inoue Rubber (Thailand) Public Company Limited

Risk Management Committee Charter

Inoue Rubber (Thailand) Public Company Limited (“the Company”) established the Risk Management Committee (“the Committee”) with duties of scrutinizing risk management policies that cover all business units of the Company, regulating and supporting the Company to have appropriate risk management systems and enhancing the Company’s operational for all stakeholders.

1. Roles, Duties and Responsibilities

- 1) Propose and scrutinize the Company’s risk appetite and risk management policies that are consistent with the Company’s mission, strategy, good governance, as well as risk appetite to the Board of Directors for approval; moreover, scrutinize the review of the risk management policies annually to ensure that it conform to and is suitable for the current business circumstances;
- 2) Oversight, control, and monitor the Company to have risk identification through consideration of internal and external factors that may cause the Company be unable to achieve its objectives, then propose to the Board of Directors to acknowledge;
- 3) Oversight, control, and monitor the assessment of impact and likelihood of identified risks in order to be prioritized, as well as have appropriate risk response covering all types of risks and provide recommendations for the Company regarding risk prevention and risk reduction to be at the appetite level;
- 4) To monitor the Subsidiaries to have the risk management that is suitable and efficient.
- 5) Formulate strategies aligning with the policies, evaluate and monitor the Company’s risks to be at the appropriate level for the business operation;
- 6) Report the Company’s significant risks, risk status, risk response procedures, risk management progress, and risk management results to the Board of Directors regularly;
- 7) Give opinions and recommendations to the Company if it requires external risk management consultant in order to provide independent recommendations regarding the risk management framework, scope, and operation;
- 8) Communicate to exchange information and coordinate with the Company’s internal control unit;
- 9) Encourage and support the communication about risk and innovation in every aspect to all employees;
- 10) Report the Committee’s progress and performance to the Board of Directors to acknowledge and/or

consider on quarterly basis;

- 11) Review and amend the charter of the Risk Management Committee to keep it conforms to the current circumstances and environment, and propose to the Board of Directors to approve;
- 12) Consider the appropriated acquirement of suggestion from independent professionals with the Company's financial support;
- 13) Be responsible for other missions related to risk management assigned by the Board.

2. Composition and Qualifications of the Committee

- 1) The Risk Management Committee consist of directors and/or executives at least 5 members.
- 2) The Chairman and the members of the Risk Management Committee are designated by the Board of Directors.

3. Term in Office

The term in office of the Committee members is three years as of the appointment date. In case that the Risk Management Committee member is a director in the Board of Directors, the term in office shall not exceed the term of being the director. For other members, the term in office are in line with the Company's announcement of the committee appointment. The Board of Directors may consider reappointing members of the Committee who completed his/her term appropriately.

Besides the expiration of term in office, the Membership of the Committee's members will be automatically cancelled in the following situations:

- 1) Death
- 2) Resignation
- 3) Removal from office by resolution of the Board

A member who wishes to resign before the expiration of his/her term in office, the member should tender his/her resignation letter to the Company at least one-month prior the resignation date, so that the Board of Directors can consider the appointment of a new member of the Committee replacing the resigned member.

In case of all members resign at the same time, they shall remain in office until a new Committee is appointed. If a member vacates office during the term of appointment, the Board of Directors shall appoint a replacement within ninety days in order to maintain the required number of members as set forth.

4. Meeting

- 1) The Committee shall arrange a meeting on quarterly basis. The Committee may inquire or invite the Company's management, managing directors, employees, or third parties to attend the meeting, to clarify any pertinent matters, or and has power to request for relevant documents. In organizing a meeting, the Committee's Chairman or Secretary shall send an invitation letter to all members at least seven days in advance and send the meeting's contents three days before the meeting. However, if the matter is urgent, the Chairman may call for a meeting by other methods. The Committee's Secretary shall record minutes of meeting.
- 2) In every Risk Management Committee's meeting, at least two-third of the Committee shall constitute a quorum.
- 3) In case of the Committee's Chairman is absent or unable to perform his/her duties, the member who are present shall elect one of themselves to chair that particular meeting.
- 4) Any member of the Committee, who has a conflict of interests, is not entitled to vote on the matter under consideration.
- 5) Each member of the Committee shall have only one vote and all decisions shall be made by majority vote. In case of the votes are equally divided, the chairman of the meeting shall have the casting vote.

5. Remuneration

The Board of Directors considers the remuneration of the Risk Management Committees based on the Company's performance and the Committee's responsibility, and compared with the other listed companies in SET that has similar market capitalization as well as other listed companies in the same industry. The remuneration will be disclosed in the Company's annual report.

6. Responsible Offices

All members of management and related personnel must report to and assist the Committee as requested.

This charter will be effective since May 13, 2019 onwards.