



# **Corporate Governance, Risk and Audit**

## **Steering Committee Charter**

**Charoen Pokphand Group Co., Ltd.**



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# **Corporate Governance, Risk and Audit Steering Committee Charter Charoen Pokphand Group Co., Ltd.**

## **1. Objectives**

To assist the Executive Board on the oversight of Charoen Pokphand Group's ("C.P. Group") business practices in accordance with corporate governance principles, as well as the effectiveness of the Group's risk management, internal controls and audits.

## **2. Composition**

- 2.1 The Corporate Governance, Risk and Audit Steering Committee ("the Committee") is composed of at least three members that are executives from C.P. Group with the appropriate knowledge, ability and experience in corporate governance, risk management and auditing; are able to fully devote their time to their duties and to attend meetings; and are able to express their opinions regularly. Appointment of outside directors with the above qualifications may also be considered.
- 2.2 The chairperson and members of the Corporate Governance, Risk and Audit Steering Committee shall be appointed by the Executive Board.
- 2.3 The Corporate Governance, Risk and Audit Steering Committee shall appoint a Secretary.

## **3. Term**

The terms for Corporate Governance, Risk and Audit Steering Committee members shall be set at three years per term, and may continue to serve as a committee member for no more than three consecutive terms, except if indicated otherwise by the Executive Board.

## **4. Roles and Responsibilities**

The Committee will be responsible for the following duties and responsibilities:

- 4.1 Consider and review of relevant policies, standards and guidelines related to corporate governance, risk management and audits.



- 4.2 Monitor the systems related to corporate governance, risk management and auditing to ensure the efficiency, in accordance with modern standards and corporate governance principles.
- 4.3 Consider strategies, plans and practices on corporate governance, risk management and audits.
- 4.4 Monitor the implementation of policies related to corporate governance, the Code of Conduct, risk management and auditing.
- 4.5 Consider the review of corporate governance, risk management and audit reports, before proposing to the Executive Board for acknowledgement.
- 4.6 Perform other duties as requested by the Executive Board.

## **5. Meetings**

- 5.1 The Corporate Governance, Risk and Audit Steering Committee shall schedule meetings at least four times per year. Additional meetings may be called as appropriate. The Chairperson of the Committee may also call for meetings to be held by video conference as deemed appropriate.
- 5.2 The meeting quorum must consist of at least two-thirds of the total number of Corporate Governance, Risk and Audit Steering Committee members.
- 5.3 All meeting resolutions shall receive approval from a majority of Corporate Governance, Risk and Audit Steering Committee members, with all committee members receiving one vote each. If there is an equal number of votes, the Chairperson of the Committee shall have a casting vote.
- 5.4 Corporate Governance, Risk and Audit Steering Committee members shall abstain themselves from voting on matters where they have a conflict of interest.
- 5.5 The Corporate Governance, Risk and Audit Steering Committee may request management, staff, outside advisors and external parties to attend or report at committee meetings.
- 5.6 The Secretary of the Corporate Governance, Risk and Audit Steering Committee or an assigned person shall prepare the minutes to the meeting, ensure that contents are complete, the supporting documents and reports are properly stored, and follow up on the results of the resolutions.



## **6. Evaluation**

The Corporate Governance, Risk and Audit Steering Committee shall perform a self-evaluation on an annual basis.

## **7. Reporting**

The Corporate Governance, Risk and Audit Steering Committee shall report their activities to the Executive Board, as well as any recommendations requiring their attention, review, approval or revision as appropriate.

## **8. Review of Committee Charter**

The Corporate Governance, Risk and Audit Steering Committee shall review and reassess this Charter on an annual basis or whenever there are significant changes to the Committee.