



Audit Committee Charter B.E.2558

Amendment no.3 B.E.2562

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**Audit Committee Charter**  
**Banpu Power Public Company Limited**

**1. Purpose of Audit Committee Establishment**

- 1.1 The Audit Committee has role to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system for internal control & risk management, internal audit & accounting audit process and the company's process for monitoring compliance with laws and regulations.
- 1.2 The Audit Committee has role to keep good relationship with the Board of Directors, Management, Internal Auditor, and Auditor including related persons for effective operations. Audit Committee members shall clearly understand the responsibilities to the Board of Directors, business organization, operational process and related risks.
- 1.3 The Audit Committee plays a major role in supporting Corporate Governance of the company.

**2. Composition and Qualifications of Audit Committee**

- 2.1 The Audit Committee, Chairman and Members, shall be appointed by the Board of Directors and consist of at least three non-executive independent directors whose qualifications meet SEC's requirements.

**3. Term of Office**

- 3.1 The term of office of each Audit Committee member is 3 years, with a year for those purposes meaning the period between the Annual General Meeting of Shareholders when he is appointed and the next succeeding Annual General Meeting. In order to maintain continuity, members may be re-elected consecutively but not automatically.
- 3.2 Any Audit Committee member wishes to resign during the term of office shall inform the reasons thereof the Board of Directors in order to consider and appoint the new member.

#### 4. Duties and Responsibilities of the Audit Committee

The Audit Committee is accountable to BPP's Board of Directors subject to the scope of duties and responsibilities assigned by the Board of Directors as follow:

- 4.1 To review the Company's financial reporting process to ensure that it is accurate and adequate;
- 4.2 To review the Company's internal control system and internal audit system to ensure that they are appropriate and efficient to determine an internal audit unit's independence;
- 4.3 To ensure that the Company has duly complied with the Laws on securities and exchange, the Stock Exchange of Thailand's regulations and the laws relating to the Company's business;
- 4.4 To consider, select and nominate an independence person to be the Company's auditor and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
- 4.5 To review the connected transactions or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the Exchange's regulations and are reasonable and for the highest benefit of the Company;
- 4.6 To prepare and to disclose in the Company's annual report, and Audit Committee's report which must be signed by the Chairman of the Audit Committee and consist of at least the following information :
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) An opinion on the transactions that may lead to conflicts of interests
  - (f) The number of the Audit Committee meetings, and the attendance of such meetings by each committee member,
  - (g) An opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and

- (h) Other transactions which, according to the Audit Committee's opinion should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's boards of directors.
- 4.7 To audit cases informed by the Company's external auditor when he/she discovers any suspicious circumstance that the director, manager or any person responsible for the Company's operation commits an offence, which are specified under the Securities and Exchange Act (No.5) B.E.2559 and report the result of preliminary inspection to the Securities and Exchange Commission and the external auditor within thirty days since the informed date;
- 4.8 To review and continue monitoring major risk management procedures after Risk Management Committee did;
- 4.9 To express opinions regarding the operation plan and operation results, budgeting and manpower of the Internal Audit Department, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;
- 4.10 To revise the Audit Committee Charter at least once a year;
- 4.11 To review and approve the Internal Audit Charter
- 4.12 To submit an operation report to the Board of Directors at least once a year;
- 4.13 To invite executive officers or supervisors to attend its meeting for clarification purpose or to submit relevant documents based on the scopes of its authority;
- 4.14 To obtain appropriate consultations from the independent specialist relating to its scope of duties and responsibilities with the Company's expenses;
- 4.15 To perform any other tasks as assigned by the Board of Directors upon the Audit Committee's consent; and
- 4.16 To review and ensure that the Company has duly complied with Anti-Corruption Policy.

## **5. The Audit Committee Meeting**

- 5.1 The Audit Committee meets as the committee considers appropriate at least quarterly meeting will be held and has the authority to additionally meet as necessity. Each meeting must be attended by at least two of committee members to constitute a quorum.
- 5.2 The meeting with company's external auditor will be regularly held at least annually.
- 5.3 The agenda of meeting and supporting documents will be prepared and submitted 7 days prior meeting date (except the supporting documents regarding agenda of

Company's Consolidated and Separated Financial Statements Review and others of which will be informed in advance). Audit Committee's Secretary is responsible for recording the minute of meeting

## 6. Reporting

### Report to Board of Directors

- 6.1 The Audit Committee shall report its activities and result from its meeting in the Board of Directors meeting.
- 6.2 In carrying out its duties, if the committee suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition or operating performance, the Audit Committee shall report it to the Board of Directors for rectification within a timely manner as considered by the Audit Committee;
  - (1) A transaction which causes a conflict of interests;
  - (2) Any fraud, corruption, irregularity, or major deficiency of internal control system; or
  - (3) A breach of the relevant laws and regulations such as regulation from the Stock Exchange of Thailand or laws which relevant with the company's business.

If the Board of Directors or the Management fails to make rectification within the period of time, any Audit Committee member may report the occurrence of a transaction or an act to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

### Report to the shareholders

- 6.3 The Audit Committee shall report its activities under their scope of work assigned by the Board of Directors. This report shall be signed by the Chairman of the Audit Committee and published in the annual report to the shareholders.

## 7. Performance Assessment

The audit Committee shall conducted self-assessment on its performance and report to the Board of Directors on annually basis

This Audit Committee Charter has been approved by Board of Directors in Meeting No.8/2562 on 30 August 2019. The Previous Charter shall be ceased and replaced by this Charter.

-Signature-

(Associate Prof. Dr. Naris Chaiyasoot)

The Chairman of the Board of Directors  
Banpu Power Public Company Limited