



Banpu Public Company Limited

Audit Committee Charter

(Revision 2017)

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Audit Committee Charter

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1. Purpose

- 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

- 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.
- 2.2 Head of Internal Audit will be the secretary to the Audit Committee.

3. Term of office

- 3.1 The term of office of each Audit Committee member is 3 years, with a year for these 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 and 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 BANPU'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, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;
- 4.3 To ensure that the Company has duly complied with the Laws on securities and exchange, the Exchange'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 interests, 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 Exchange'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 board 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. 4) B.E.2551 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; to review financial derivatives transactions, commodity hedging with contractual parties for linkages with the internal control;
- 4.9 To express opinions regarding the operation plan and operation results, budgeting and manpower of the Internal Audit Department;
- 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; and
- 4.15 To perform any other tasks as assigned by the Board of Directors upon the Audit Committee's consent
- 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 the committee members to constitute a quorum.

- 5.2 The meeting with management or internal auditor or 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 prior meeting date. Audit Committee's Secretary records 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 it is found or 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 proper period of time 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) An infringement 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.7/2017 on 27 July 2017. Previous Charter shall be ceased and replaced by this Charter.

A handwritten signature in black ink, appearing to read "Chanin Vongkusolkij", written over a horizontal line.

(Mr. Chanin Vongkusolkij)

Chairman of Board of Directors

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