



**Electricity Generating Public Company Limited  
Board Committees' Charters**

**Audit Committee Charter** (At least 3 independent directors)

1. Review the accuracy and adequacy of EGCO's financial reporting.
2. Review the appropriateness and effectiveness of internal control systems, and internal audit functions and determine the Internal Audit Division's independence, as well as to approve the appointment, rotation and removal, and performance development and appraisal of the Chief Internal Audit.

The Chief Internal Audit shall present the appointment, rotation, promotion, removal, and performance development as well as appraisal of internal audit staff to the Audit Committee to consider whether the motion of dissent would be raised.

3. Monitor EGCO's compliance with Securities and Exchange Acts and Regulations of the SET, and any other laws relevant to EGCO's business.
4. Recommend the Board of Directors an independent person to be EGCO's auditor as well as the audit fees for appointment by the shareholders to audit EGCO's financial statements.
5. Attend a non-management meeting with an auditor at least once a year.
6. Consider the connected transactions or any transactions that may cause conflict of interest complying with SET's rules and regulations to ensure that such transactions are reasonable and create highest benefit to EGCO.
7. Review the Internal Audit Charter prior to submission to the Board of Directors for approval.
8. Approve the internal audit plan as well as budget and personnel.
9. Review the internal audit function, including: independence of internal audit division and reporting obligation.
10. Review with the Management the preparation of the Management's Discussion and Analysis or MD&A and its disclosure on Annual Report.
11. Review with the Management the risk management policy, the practice compliance with such policy, as well as EGCO's risk management guidelines.
12. Prepare a report that describes the Audit Committee's activities and responsibilities. This report shall be signed by the Chairman of the Audit Committee and published in the annual report to the shareholders. The Audit Committee's Report shall 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 Board of Directors.
13. Inspect any suspiciousness reported by the company's auditor, that the President, the Management or any person responsible for the company's operation commits an offence under the Securities and Exchange Act (No. 4) B.E. 2551 and report the result of preliminary inspection to the Office of the Securities and Exchange Commission and the auditor within thirty days after being informed by the auditor.
  14. Review the Audit Committee Charter at least annually.
  15. Perform any other act as assigned by the Board of Directors with approval of the Audit Committee.

Reference to the above responsibilities, the Committee is accountable to EGCO Board of Directors whereas the Board of Directors remains responsible to third persons for the operation of the Company.

#### **Investment Committee Charter** (5 directors)

1. To consider the Company's business plan and annual budget for presentation to the Board of Directors.
2. To formulate the overall investment strategy of the Company, and investment policies of the companies in line with the Company's own policy.
3. To review major acquisition, investment, divestment and funding requests .
4. To review the financial operations of the company, including Group-wide financial and treasury management policies and major financing transactions.
5. To approve activities in accordance with the Company's regulations.
6. To consider issues which are assigned by the Board.
7. To review risks associated with investment and finance.

#### **Remuneration and Nomination Committee Charter** (3 independent directors and 2 directors)

1. To recommend the structure and composition of the Board and committee together with the qualification of its members.
2. To recommend the list of nominees for the Board of Directors to be proposed to the shareholders' annual general meeting in case of vacancies by rotation and to the board in case of casual vacancies.
3. To scrutinize the list of nominees for the chief executive officer of the Company in case of vacancy including the establishment of the succession plan for executives.
4. To approve the appointment, promotion, rotation and removal of the senior executives of EGCO (Executive Vice Presidents and Senior Executive Vice Presidents) and to nominate senior executives of subsidiary/joint venture companies that EGCO had the right to nominate for a position equivalent to EGCO's EVP level and upward.
5. To approve company representatives to be directors of the subsidiary or associated companies according to equity proportion or shareholders' agreement.
6. To endorse the performance evaluation of EGCO President.

7. To endorse the performance evaluation of EGCO Management (Senior Executive Vice President and Executive Vice President)
8. To recommend the remuneration structure of the directors and senior executives of the Company and subsidiary and associated companies including meeting allowances, bonus, welfare and other benefits both in monetary and non-monetary terms.
9. To recommend policies and guidelines in determining the remuneration package of the senior executives on an annual basis.
10. To evaluate the corporate performance of EGCO and the Group companies to determine the bonus and annual salary increase across the whole Group.
11. To recommend the Company's salary structure and other benefits.
12. To review risks associated with people management.

**Corporate Governance and Social Responsibility Committee Charter** (3 independent directors, 1 non-executive director directors and President)

1. To formulate corporate governance policy for consideration and adoption by the Board and to monitor compliance with that policy and to review and adopt such policy on a continual basis as appropriate.
2. To formulate policy and framework for activities for EGCO Group's CSR and to consider resources and budgets for CSR projects and activities.