



## **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,
3. Approve the appointment, rotation and removal of the Chief Internal Audit,
4. Monitor EGCO's compliance with Securities and Exchange Acts and Regulations of the SET and any other laws relevant to EGCO's business,
5. Recommend to the Board of Directors the appointment and removal of an independent person to be EGCO's auditor, as well as recommending the audit fees,
6. Consider non-audit services performed by the auditors which may lead to the auditors' non independence,
7. Consider and endorse the significant change in accounting policy of EGCO and subsidiaries prior to proposing to the Board of Directors for approval,
8. Meet with the auditor exclusively at least once a year,
9. Consider the connected transactions or any transactions that may cause conflict of interest complying with rules and regulations of SET to ensure that such transactions are reasonable and create highest benefit to EGCO,
10. Review EGCO's Regulation on Internal Audit prior to proposing to the Board of Directors for approval,
11. Approve the internal audit plan as well as budget and personnel,
12. Review the internal audit report of the internal audit division,
13. Review with the Management the preparation of the Management's Discussion and Analysis or MD&A and the disclosure in Annual Report,
14. Review with the Management the risk management policy, the practice compliance with such policy, EGCO's risk management guidelines, as well as consider potential risks and preventive measures of relevant risks including supervise risk levels to comply with the risk levels designated by the Board of Directors,
15. 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.
16. 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.
  17. Monitor compliance with Anti-Corruption Policy and review related measures and internal control,
  18. Review reported concerns about fraud or corruption,
  19. Review the Audit Committee Charter and perform the self-assessment at least once a year,
  20. 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** (4 directors and President)

1. To endorse EGCO's and wholly owned subsidiaries' reorganization (SVP upwards) for presentation to the Board of Directors for approval,
2. To endorse the increase or reduction in the registered capital for the Board of Directors' consideration prior to being proposed to the shareholders for approval,
3. To endorse the Company's regulations establishment and amendment for presentation to the Board of Directors,
4. To endorse the revision of the Company's Table of Authority (President's authority upwards) for presentation to the Board of Directors for approval,
5. To approve or to endorse, for presentation to the Board of Directors, the acquisition, investment, divestment and funding of EGCO and its wholly owned subsidiaries as stated in the Company's regulations and Table of Authority,
6. To review risks associated with investment and finance and other related issues including preventive measures of relevant risks,
7. To endorse or approve, for presentation to the Board of Directors, EGCO's and its wholly owned subsidiaries' financial management, profit allocation including financial risk management and significant financial transactions as stated in the Company's regulations and Table of Authority,
8. To approve the financial investment outside the Treasury Management Guidelines,
9. To endorse the Company's annual budget and man power plan for the Board of Directors' approval,
10. To approve or to endorse, for presentation to the Board of Directors, the Procurement and Disposal Material Management as stated in the Company's regulations and Table of Authority,
11. To consider other issues assigned by the Board of Directors and as stipulated in the Company's regulations

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

1. To recommend the structure and composition of the Board of Directors and committees together with the qualifications of their members for presentation to the Board of Directors,
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 of Directors in case of casual vacancies,
3. To appoint EGCO representative directors in subsidiaries and joint venture companies based on the equity proportion or shareholders' agreements.
4. To scrutinize the list of nominees for EGCO President of the Company in case of vacancy for presentation to the Board of Directors,
5. To appoint, promote, rotate and remove the Senior Executive Vice Presidents ("SEVP") and Executive Vice Presidents ("EVP") of EGCO,
6. To recommend the list of nominees for the Corporate Secretary for presentation to the Board of Directors,
7. To endorse the performance evaluation of EGCO President for presentation to the Board of Directors,
8. To approve the performance evaluation of SEVPs and EVPs proposed by EGCO President,
9. To endorse the remuneration structure of the directors of EGCO and its subsidiaries including meeting allowances, bonus, welfare and other benefits for presentation to the Board of Directors,
10. To endorse the remuneration structure and other benefits of the employees of EGCO for presentation to the Board of Directors,
11. To recommend the remuneration structure and other benefits of the employees of EGCO's subsidiaries to the representative directors,
12. To consider the corporate performance setting, evaluate and approve the achieved corporate performance of EGCO to determine the bonus and annual salary increase
13. To endorse the succession plans of EGCO's EVP upward for presentation to the Board of Directors,
14. To approve in principle of an early retirement program for the employees of EGCO and subsidiaries,
15. To review risk management associated with human resource management,
16. To consider other issues assigned by the Board of Directors

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

1. Corporate Governance

Corporate Governance here means the compliance to Corporate Governance Principles regulated by Stock Exchange of Thailand, Criteria for Corporate Governance by Institute of Thai Directors and ASEAN CG Scorecards.

- 1.1 Endorse corporate governance policy and anti-corruption policy and measures for consideration and adoption by the Board of Directors,
- 1.2 Monitor compliance with that policy and to review and adopt such policy on a continual basis as appropriate,
- 1.3 Promote and encourage the compliance of directors, management and employees to the Good Corporate Governance Policy and the Anti-Corruption Policy,

1.4 Review and revise the Good Corporate Governance Policy, the Anti-Corruption Policy and the anti-corruption measures as deemed appropriate for the presentation to the Board of Directors for approval

2. Corporate Social Responsibility

2.1 Endorse the policy, project framework and activities of the Group companies in relation to corporate social responsibility to be proposed to the Board for approval

2.2 Approve the master plan and annual plans in relation to corporate social responsibility