



Electricity Generating Public Company Limited
Board Committees' Charters

Audit Committee Charter (At least 3 independent directors)

1. Review the accuracy and adequacy of the Company's financial reports.
2. Review the appropriateness and effectiveness of the Company and its subsidiaries' internal control systems, and internal audit functions and determine Internal Audit Division's independence.
3. Approve the appointment, rotation, termination and annual performance appraisal of SVP – Internal Audit
4. Review the Company's compliance with the Securities and Exchange Acts, Regulations of the SET and any other laws relating to the Company's business.
5. Consider, select, as well as propose the appointment or termination of an independent person to be the Company's auditor, together with the associated audit fees.
6. Consider non-audit services performed by the external auditors to review and confirm their independence.
7. Consider and endorse the significant changes in accounting policy of the Company prior to proposing to the Board for approval.
8. Meet with the external auditors exclusively at least once a year.
9. Consider the related transactions or any transactions that may involve conflicts of interest, to comply with rules and regulations of SET and to ensure that such transactions are reasonable and for the maximum benefits of the Company.
10. Consider and endorse the Company's regulation on Internal Audit prior to proposing to the Board for approval.
11. Approve the internal audit plan as well as budget and personnel plan.
12. Acknowledge and opine on internal audit reports of Internal Audit Division.
13. Meet with SVP – Internal Audit exclusively at least once a year.
14. Review with the Management the preparation of the Management's Discussion and Analysis or MD&A, to be disclosed in the Annual Report.
15. Prepare the Audit Committee report that describes the Audit Committee's activities and responsibilities. This report shall be signed by the Chairman of the Audit Committee and disclosed in the Annual Report and consist of at least the following information:
 - (a) Opinions on accuracy, completeness and reliability of the Company's financial reports
 - (b) Opinions on the adequacy of the Company and its subsidiaries' internal control system
 - (c) Opinions on the Company's compliance with the laws relating to securities and exchange, SET's regulations, or the laws relating to the Company's business.
 - (d) Opinions on the suitability of an auditor,
 - (e) Opinions on the transactions that may lead to conflicts of interests,
 - (f) The number of the Audit Committee meetings and meetings attendance of the individual committee members,
 - (g) Overall opinions or observations that are acknowledged by the Committee in the course of performing their duties in accordance with the charter

- (h) Other matters deemed appropriate to be acknowledged by the shareholders and general investors within the scope of duties and responsibilities assigned by the Board.
16. Inspect any suspiciousness reported by the Company's auditor, that the President, the Management or any person who responsible for the company's operation commits an offence under the Securities and Exchange Act (No. 4) B.E. 2551. The Committee shall report the result of preliminary inspection to the Office of the Securities and Exchange Commission and to the auditor within thirty days after being informed by the auditor.
 17. Govern the compliance of anti-corruption policy and review related measures and internal control of the Company.
 18. Consider complaint issues regarding frauds or corruptions of the Company and its subsidiaries.
 19. Review the Audit Committee Charter and conduct self-assessment at least once a year.
 20. Perform any assignment from the Board with approval of the Audit Committee.

Refer to the above responsibilities, the Committee is accountable to the Company's Board of Directors whereas the Board remains responsible to outside parties for the operation of the Company.

Risk Oversight Committee Charter (3 Independent directors, 2 directors and President)

Scopes of work of Risk Oversight Committee covers the following duties:

1. Consider and provide recommendations on enterprise risk management policy and framework to be proposed to the Board of Directors for approval
2. Consider and provide recommendations on risk appetite and risk tolerance for constant effectiveness to be proposed to the Board of Directors for approval
3. Oversee the Company to ensure the key risks and their impacts and possibilities are identified including considering the enterprise risk management plan and process,
4. Monitor and assess the Company's risk management to comply with the risk management framework and plans
5. Regularly report to the Board of Directors on the result of risk assessment and implemented measures. In case of any significant issues materially impacting to the Company, the Board of Directors should be informed promptly for further actions
6. Provide recommendations on the risk management to directors, management and EGCO Management Committee, with continuous encouragement and support for the improvement and development of risk management system within the company
7. Monitor and encourage the review of the enterprise risk management policy and framework at least once a year to ensure the company's risk management policy and framework suited to EGCO's business process and risk mitigation activities
8. Regularly review and update its own charter to ensure its appropriateness to be proposed to the Board for approval
9. Evaluate the effectiveness of Risk Oversight Committee performance annually
10. Perform other duties relating to the risk management as may be assigned by the Board

Investment Committee Charter (4 directors and President)

The main scopes of work of the IC cover investment, asset management, accounting, finance and treasury management:

1. Consider policies, regulations or any same class document regarding investment, asset management, accounting, financial management and procurement for the Board's consideration with biannual review and subsequently revision if necessary or in case of any significant changes.
2. Consider charter of the Committee to be proposed to the Board and biannually review with subsequent revision if necessary or in case of any significant changes.
3. Consider Company's strategic plan, business plan, action plan and annual budget for the Board's consideration.
4. Determine Corporate KPIs for the Board's consideration.
5. Monitor progress of Corporate KPIs and assess their performance.
6. Endorse the increase or reduction of the registered capital for the Board's consideration.
7. Endorse to propose to the Board to consider acquisition, investment, and divestment of Company's assets.
8. Endorse the Company's financing for the Board's consideration.
9. Endorse the Company's project and asset management for the Board's consideration.
10. Endorse the Company's profit allocation, financial management, financial support to EGCO Group's companies including significant financial transactions for the Board's consideration.
11. Consider procurement and disposal material management as stated in the Company's regulations and Table of Authorities.
12. Consider risks associated with investment and finance and their preventive measures and mitigations to the Board for consideration.
13. Evaluate the effectiveness of the Committee annually.
14. Other issues as assigned by the Board and as stipulated in the Company's regulations and principles.

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

The scopes of work of the Nomination and Remuneration Committee cover nomination, remuneration, benefits and HR management with the following responsibilities:

1. Consider policies, regulations or any same class documents regarding HR matters for the Board's consideration and biannually review with subsequent revision if necessary or in case of any significant changes.
2. Consider charter of the Committee to be proposed to the Board and biannually review with subsequent revision if necessary or in case of any significant changes.
3. Endorse to the Board to consider the structure, composition and qualifications of Board and subcommittees.
4. Recommend the list of nominees for the Board's consideration in case of vacancies by rotation and/or in case of casual vacancies.
5. Recommend for the Board's consideration remuneration structure, including meeting allowance, annual bonus, welfare, and other benefits in cash and in kind for EGCO Board and Board of EGCO Group's companies in which EGCO has management control.

6. Consider Annual performance appraisal forms for Board's consideration.
7. Endorse organization restructure of EGCO and EGCO Group's companies in which EGCO has management control (Senior Vice Presidents (SVP) upward).
8. Endorse for the Board's consideration Company's annual manpower planning,
9. Scrutinize the list of nominees for EGCO President in case of vacancy for the Board's consideration.
10. Consider appointment, promotion, rotation and removal of the Senior Executive Vice Presidents ("SEVP"), Executive Vice Presidents ("EVP") of EGCO and Corporate Secretary, as authority stated in the regulations and Table of Authority.
11. Consider appointment of EGCO representative directors in EGCO Group's companies and joint venture companies based on the equity proportion or shareholders' agreements, to be in line with the regulations and Table of Authorities.
12. Recommend the result of performance evaluation of EGCO President and SEVPs to the Board for consideration.
13. Evaluate the performance of all EVPs and Corporate Secretary.
14. Endorse succession plans of EGCO's EVP upward to the Board's consideration.
15. Endorse to the Board's consideration remuneration structure, including meeting allowance, annual bonus, welfare, and other benefits in cash and in kind for EGCO and of EGCO Group's companies in which EGCO has management control.
16. Consider budget for annual salary increase rate of the employees of EGCO and the EGCO Group's companies in which EGCO has management control.
17. Consider corporate bonus criteria of EGCO and EGCO Group's companies in which EGCO has management control.
18. Determine Bonus-linked KPIs to determine annual bonus for EGCO and EGCO Group's companies in which EGCO has management control.
19. Endorse special bonus to be proposed to the Board.
20. Endorse for the Board's consideration the early retirement program for the employees of EGCO and EGCO Group's companies in which EGCO has management control.
21. Consider risks and mitigation measures associated to HR issues to the Board for consideration.
22. Evaluate the effectiveness of the Committee annually.
23. Other issues as assigned by the Board and as stipulated in the Company's regulations and principles.

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

Scopes of Work covers CG, code of conduct and CSR, environment and sustainability management for the following duties:

1. Endorse to the Board for consideration policies aligning to the rules and regulations issued by the government or regulators such as the Stock Exchange of Thailand and Office of Securities and Exchange Commission, as well as biannually review and subsequently revise if necessary or in case of any significant changes.

2. Establish the Charter of Committee to be proposed to the Board for consideration, biannually review with subsequent revision if necessary or in case of any significant changes.
3. Endorse objectives and annual plans, to be in line with the strategic plan, for the Board's approval.
4. Oversee, monitor and appraise the performance to comply with the policies, practices, objectives and approved plans.
5. Encourage, support and advise directors, executives and employees to assure their compliance with the policy, practices, objectives and plans of CG, CSR and Anti-Corruption.
6. Cooperate with and provide suggestions to subcommittees and working teams in relation to CG, Anti-Corruption, CSR, environment and sustainability management.
7. Support communication to directors, Management, and employees to assure their awareness and understanding the embedded policies and practices regarding CG, Anti-Corruption, CSR, environment and sustainability management.
8. Oversee the assessment of Anti-Corruption risks and risk mitigation.
9. Evaluate the effectiveness of the Committee annually.
10. Other issues as assigned by the Board and as stipulated in the Company's regulations and principles