



**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. Consider and review the Corporate KPI performance
11. 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, budgeting, procurement, and material management:

1. Endorse for the Board's consideration policies, regulations or any same class document regarding investment, asset management, accounting, finance, treasury management and procurement for the Board's consideration with biannual review and subsequently revision if necessary or in case of any significant changes.
2. Endorse for the Board's consideration 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 for the Board's consideration Company's strategic plan, business plan, action plan and annual budget.
4. Endorse for the Board's consideration the determination of Corporate KPIs.
5. Endorse for the Board's consideration an increase or reduction of the registered capital.
6. Endorse for the Board's consideration acquisition, investment, and divestment of Company's assets.
7. Endorse for the Board's consideration Company's financing.
8. Endorse for the Board's consideration operations of Company's projects under construction and asset management with respect to investment or divestment.
9. Endorse for the Board's consideration Company's profit allocation.
10. Approve Company's treasury management and financial investment.
11. Approve Company's financial support to subsidiary which is 100% controlled by EGCO and endorse for the Board's consideration the financial support to the other companies in EGCO Group.
12. Endorse for the Board's consideration other significant financial transactions.
13. Approve revision of annual budget within 15% of the approved budget.
14. Approve Company's procurement and advisor engagement, valued over THB 50 million.
15. Approve material disposal, valued over THB 5 million but not exceeding THB 10 million.
16. Approve connected transaction with general trading terms or supporting business transaction with general trading terms, valued over THB 50 million but not exceeding THB 6,000 million.
17. Endorse for the Board's consideration risks associated with investment and finance and their preventive measures and mitigations.
18. Evaluate the effectiveness of the Committee annually.
19. 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 NRC cover nomination, remuneration, benefits, and HR management with the following responsibilities:

1. Endorse for the Board's consideration the policies, regulations or any same class documents regarding HR matters, and biennially review with subsequent revision if necessary or in case of any significant changes.
2. Endorse the charter of the Committee for the Board's consideration, and biennially review with subsequent revision if necessary or in case of any significant changes.
3. Endorse for the Board's consideration the structure, composition and qualifications of Board and sub-committees.

4. Recommend for the Board's consideration the list of nominees in case of vacancies by rotation and/or in case of casual vacancies.
5. Recommend for the Board's consideration the remuneration structure, including meeting allowance, annual bonus, welfare, and other benefits in cash and in kind for the Board of EGCO and Subsidiary.
6. Endorse for Board's consideration the Board's annual performance appraisal forms and the Board's effectiveness evaluation.
7. Evaluate the effectiveness of the Committee annually.
8. Outline and propose for the Board's consideration the development plan to improve directors' knowledge and skills for their performance as directors and sub-committee members in support for the Company's achievement of the corporate goals, and biennially review with subsequent revision if necessary or in case of any significant changes.
9. Formulate the Board Skill Matrix that suits the Company's business, taking into account the board's diversity in various aspects.
10. Endorse for the Board's consideration EGCO organization restructuring from the Senior Vice Presidents ("SVP") upward, while acknowledging the changes in the organization structure of Subsidiary from the SVPs upward.
11. Endorse for the Board's consideration the Company's annual manpower planning.
12. Recommend for the Board's consideration the list of nominees for EGCO President in case of vacancy.
13. Consider the appointment, promotion, rotation and removal of EGCO Senior Executive Vice Presidents ("SEVP"), Executive Vice Presidents ("EVP") and Corporate Secretary.
14. Consider the appointment of EGCO representative directors in Companies in EGCO Group based on the equity proportion or shareholders' agreements.
15. Consider the performance evaluation of EGCO President, SEVPs, EVPs and Corporate Secretary.
16. Endorse for the Board's consideration the succession plans of EGCO EVP upward
17. Consider the employees' salary structure, wages, compensation, welfare and benefits in cash and in kind for EGCO and Subsidiary.
18. Consider the budget for annual salary increase rate of employees of EGCO and Subsidiary.
19. Consider the corporate bonus allocation policy of EGCO and Subsidiary.
20. Consider Bonus-linked KPIs setting, monitoring and appraisal to determine annual bonus for EGCO and Subsidiary which is operating company.
21. Endorse for the Board's consideration the special bonus.
22. Endorse for the Board's consideration the early retirement program for employees of EGCO and Subsidiary.
23. Approve risks and mitigation measures associated to HR issues.
24. 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, Anti-Corruption, compliance, CSR, environment and sustainability management in the following aspects cyber security, environmental management, climate change, human right, safety health and environment (SHE), stakeholder engagement and community and society. The duties of the committee include the following;

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 including international best practices, as well as biennially 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, biennial 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 quarterly performance to comply with 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 risk assessment and mitigation in the following areas: Anti-Corruption, CSR, environment, and sustainability management, including climate change risks and opportunities.
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