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**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors' Meeting of Thaicom Public Company Limited No. 10/2020 held on 22 July 2020 resolved the meeting's resolutions in the following manners:

☑ ~~Appointment of the audit committee~~/Renewal for the term of audit committee:

☑ Chairman of the audit committee ☑ Member of the audit committee

As Follow: 1. Mr. Winid Silamongkol (Chairman of the Audit Committee)

2. Mr. Teeranun Srihong (Member of the Audit Committee)

, the appointment of which shall take an effect as of 22 July 2020

☐ Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

**1. Authority, Duties and Responsibilities**

The Committee has been given the following authority, duties and responsibilities:

1.1 Review the accuracy of the Company's financial reports in accordance with financial reporting standards, and ensure there is adequate disclosure.

1.2 Review the development of internal control over financial reporting to ensure that the financial reporting is accurate and reliable, and ensure that system for information security which covers confidentiality, maintaining information integrity and availability are in place including the management of information that may impact market-sensitive information.

1.3 Review the Company's internal control system and internal audit system to ensure that they are suitable and efficient.

1.4 Review the Company has in place preventive operation system and beneficial to the Company to enhance operating effectiveness and efficiency.

1.5 Evaluate the performance of internal audit department is according to internationally accepted approaches and standards. Determine and approve the internal audit plan. Determine the adequacy of resource and the independence of internal audit unit, as well as, approve the appointment, rotation, termination, performance appraisal and remuneration of the head of internal audit unit or any other department responsible for internal audit.

1.6 Review the Company's compliance with the laws on securities and exchange, the regulations of the Stock Exchange of Thailand (the "SET"), the Securities and Exchange Commission (the "SEC"), and the laws and regulations related to Company's business.

1.7 Review the efficiency and effectiveness of the information technology system relating to operations, financial reports and compliance with the Laws and regulations including recommendation to improve and makes system security up to date.

1.8 Consider, select, nominate and terminate an independent person to be the Company's auditor, propose the auditor's remuneration, and attend a non-management meeting with auditor at least once a year.

1.9 Review the auditor's independence, and consider a policy on the engagement of audit firm to provide non-audit service to the Company.

1.10 Review all connected transaction or transactions that may lead to conflicts of interest in order to ensure that they are in compliance with related laws and the regulations of the SET, are reasonable and bring the highest benefit to the Company.

1.11 Review the acquisition and disposition transaction of asset that is significant in order to ensure that they are in compliance by laws and regulations of the SET and review the disclosure of information of the Company in case that there is a connected transaction or transaction that may lead to conflict of interest and acquisition and disposition transaction of asset so as to ensure the accurateness and completeness.

1.12 Review the anti-corruption policy and measures to ensure that the Company performs in accordance with prescribed legal and ethical obligations.

1.13 Review the risk management system to ensure it is appropriate and effective, and include assessment results of internal controls system and risk management of subsidiaries and related companies into overall Company's risk consideration.

- Review the Company's risk management framework, including the policies and procedures for identifying, prioritizing, treating, monitoring and reporting on key business risks.
- Review the Company's risk appetite statement every year in order to ensure that it is always aligned with the Company's business objectives.
- Review reports prepared by the management on key business risks and their treatment in order to ensure that these are managed within the defined risk appetite.

1.14 Review that the Company has established the Whistle Blower process to serve as a channel for staff and stakeholders to lodge complaints regarding misconduct, fraud and irregularities of financial reporting, review the summary report of fraud and misconduct audit, and review the established internal preventive measures

1.15 Prepare the Committee's reports to be signed by the Chairman of the Committee and disclosed in the Company's annual reports. These must contain the following information:

1.15.1 An opinion on the accuracy, completeness and reliability of the Company's financial reports;

1.15.2 An opinion on the adequacy and review of the efficiency of the Company's internal control and risk management systems;

1.15.3 An opinion on the compliance with the law on securities and exchange, the regulations of the SET and the laws relating to the Company's business;

1.15.4 An opinion on the suitability of the external auditor;

1.15.5 An opinion on connected transactions or transactions that may lead to conflicts of interest and fraud;

1.15.6 An opinion on prevention of fraud and misconduct and report on review of fraud and misconduct audit result

1.15.7 The number of Committee meetings held and the member's attendance;

1.15.8 Any comments or opinions received by the Committee regarding its performance in accordance with this charter;

1.15.9 Any other transaction which, according to the Committee's opinion, should be known to shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board.

1.16 Report the Committee's performance to the Board at least four (4) times a year.

1.17 Undertake an annual self-assessment program to evaluate the Committee's scope of work and performance both individually and as an entire group.

1.18 If, during the performance of its duties, the Committee finds or suspects any of the following situations which may have a material impact on the Company's financial condition or operation results, it must report these to the Board for rectification within a period of time the Committee deems appropriate:

1.18.1 A transaction which causes a conflict of interest;

1.18.2 Any act of fraud, irregularity, or material defect in an internal control system;

1.18.3 An infringement of the law on securities and exchange, the regulations of the SET, or any law relating to the Company's business.

If the Board or management fails to rectify the situation within the period of time stipulated by the Committee, any member of the Committee may report this situation to the Office of the Securities & Exchange Commission or the SET

1.19 Investigate any circumstances reported by the external auditor where a director, executive or other person responsible for the Company's operations, is suspected of committing an offense under the specified laws. The committee shall report the results of the preliminary investigation to the office of the Securities and

Exchange Commission and the external auditor within thirty (30) days from the date reported by the external auditor. The type of suspicious circumstances that must be reported and the procedures for obtaining information pertinent to these are listed in and must comply with notifications of the Capital Market Supervisory Board.

1.20 All members of the Committee are responsible for continual training and enhance their knowledge of matters related to their duties.

1.21 Perform other tasks requested by the Board, which the Committee agrees to, with the authority delegated in the other policies announced of the Company.

Under the scope of authority, the Audit Committee have the authority to invite management team, executives, head of department or employees to discuss and answers the questions of the Audit Committee, and have authority to hire advisors or external personnel in line with the Company's regulation to make comments or give advice as necessary.

The Audit Committee performs duties within the scope of authority and responsibility as instructed by the Board of Directors. The Board of Directors is responsible the Company's operations directly to the shareholders, stakeholders and general public.

**2. <u>Composition</u>**

2.1 The Committee shall comprise at least three (3) members; all of them are independent directors with the qualifications stipulated by the Capital Market Supervisory Board and the Company's corporate governance policy. At least one member of audit committee shall have sufficient knowledge and experience to review the reliability of financial statements.

2.2 The Board shall appoint one member of the Committee as the chairman.

2.3 The head of the internal audit unit shall be the Secretary to the Committee unless the Committee designated otherwise.

**3. <u>Term of Appointment</u>**

Members of the Committee may hold their posts for as long as they are serving on the board.

Members who vacate office at the end of their term may be re-elected. Membership will be cancelled in the following situations:

3.1 Death.

3.2 Resignation.

3.3 Disqualification under this charter or the criteria prescribed by the Capital Market Supervisory Board and the Company's corporate governance policy.

3.4 Removal from office by resolution of the Board.

A member of the Committee who wished to resigns before the end of term. The member should notify the Company one month in advance in order that the Board or the shareholders' meeting to consider the new

appointment of persons who are qualified substitute of retired persons and the Company should inform and send a copy of the resignation letter to the Stock Exchange of Thailand.

If all of the members resign at the same time they must remain in office until a new Committee is appointed.

If a member vacates office during the term of appointment, the Board shall appoint a replacement within 90 days in order to maintain the required number of member as set forth. The new member shall hold the office only for the remaining term of the member he or she replaced.

**4. Meetings**

The Committee shall meet at least eight (8) times a year.

In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance. However, if the matter is urgent, the Chairman can call a meeting without prior written notice.

**5. Quorum**

One-half of the Committee shall constitute a quorum for the transaction of business. If the Chairman is absent or cannot perform his or her duties, the members who are present shall elect one of their members to chair the meeting.

All decisions shall be made by majority vote.

Each member shall have one vote. A member who has a conflict of interest is not entitled to vote on the matter under consideration. If the votes are evenly divided, the Chairman of the meeting shall have the casting vote.

**6. Remuneration**

The remuneration for each member of the Committee shall be determined by the Board.

**7. Responsible Offices**

All related unit heads and members of management are directly responsible for providing information to and preparing reports for the Committee to acknowledge and/or consider further action, as set out by the Committee.

The audit committee is consisted of:

1. Chairman of the audit committee Mr. Winid Silamongkol
2. Member of the audit committee Mrs. Patareeya Benjapolchai
3. Member of the audit committee Mr. Teeranun Srihong

Secretary of the audit committee Mr. Wichai Kittiwittayakul

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed *-Signed-* .....Director

(Mr. Anek Pana-apichon)

(Seal)

Signed *-Signed-* .....Director

(Mr. Anant Kaewruamvongs)