

(Translation)



Thai Oil Public Company Limited

Audit Committee Charter

Thai Oil Public Company Limited**Amendment Record**Title: **Audit Committee Charter**

Issue No./ Revision No.	Date	Changes	Reasons for Changes
01/00	26/02/2008	New Charter	
02/00	03/04/2009	The Entire Document	To comply with the Stock Exchange of Thailand's announcement on the scope and qualifications of Audit Committee, B.E. 2551 (2009)
03/00	04/05/2016	The Entire Document	To cover the context changes of the Company's business operations, in accordance to the best practices of governing bodies and newly revised corporate governance principles.
04/00	15/02/2019	Add No. 4.6 and 4.7 and re-organization of No. 4 Duties and Responsibilities	To be clear, complete, and consistent with assigned duties.
05/00	18/09/2020	Revise No. 4.4	To be clear, complete, and consistent with assigned duties.
06/00	26/01/2024	Revise No. 4.5	To consistent with assigned duties.

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1. Objectives

The Audit Committee is a board-committee under the Board of Directors (the Board), with duties and responsibilities as assigned by the Board. The Audit Committee must be independently perform its duties in accordance with good corporate governance principles at international standards to ensure management efficiency and effectiveness to achieve its objectives.

The Board has defined Audit Committee Charter, as follows:

2. Composition and Appointment, and Qualifications

2.1 Composition and Appointment

- 2.1.1 The Audit Committee shall consist of at least three independent directors and at least one member must be knowledgeable and possess sufficient work experience in accounting or financial field to review reliability of financial statement.
- 2.1.2 The Board shall appoint independent directors of the Company as Audit Committee members. Any members of the Audit Committee, whose term expires, may be re-appointed by the Board.
- 2.1.3 The Audit Committee shall elect one member to take position as Chairman of the Audit Committee.
- 2.1.4 The Corporate Internal Audit Manager shall be designated as Secretary to the Audit Committee to provide support to the Audit Committee's proceedings, including setting up meeting appointments, preparing meeting agendas, distributing meeting documents, taking minutes of meeting, and other tasks as assigned by the Audit Committee.

The Company shall report the appointment of Audit Committee to the Stock Exchange of Thailand within three business days from the date of the Board of Directors passes a resolution of the appointment and report any changes of the Audit Committee to the Stock Exchange of Thailand, as required by the Stock Exchange of Thailand's regulations relating to reporting via electronic media.

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2.2 Qualifications

The Audit Committee shall have the qualifications stipulated under the Public law, the Securities and Exchange Laws, the Stock Exchange of Thailand Requirements, and the Company's Independent Directors Qualification (as detailed in the attachment at the end of this document).

3. Term of Office and Termination

3.1 Term of Office

- 3.1.1 The term of office of each Audit Committee member is in accordance with the Board of Directors' term of office.
- 3.1.2 In the case of any Audit Committee member vacating the position, resulting in the insufficient number of the committee members, the Board shall appoint another director, who is fully qualified, to replace the resigning member not later than three months from the date of incomplete composition of the Audit Committee.

3.2 Termination from Office

- 3.2.1 Members of the Audit Committee shall immediately be terminated from the position upon;
 - Death
 - Resignation
 - Vacating the position
 - The Board of Directors' resolution to vacate the position
 - Lack of qualifications of the Audit Committee member
- 3.2.2 In the case of any Audit Committee member resigning before completing the term of office, a written notice stating reasons for resignation should be presented to the Company at least one month prior to the resignation, so that the Board can appoint a replacement director accordingly. The Company shall notify and present a copy of resignation letter to the Stock Exchange of Thailand.
- 3.2.3 In the case of the Audit Committee member being removed before completing the term of office, the Company shall report reasons for the removal to the Stock Exchange of Thailand accordingly.

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4. Duties and Responsibilities

The Audit Committee is assigned by the Board of Directors to perform the following duties:

- 4.1 Reviews the efficiency and effectiveness of the good corporate governance, risk management, and internal control processes.
- 4.2 Reviews the Company's financial reporting process to ensure its accuracy, credibility, and sufficient information disclosure by coordinating with the external auditors. The responsible executive is required to prepare quarterly and annually financial reports to comply with the Thai Financial Accounting Standards and to promote the development of accounting systems to be comparable to the International Financial Accounting Standards.
- 4.3 Reviews the Company's compliance with laws governing securities and stock exchange, or requirements of the Stock Exchange of Thailand, and other policies, rules, regulations, charters, and laws applicable to the Company's business.
- 4.4 Considers the connected transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations, and are reasonable and for the highest benefit of the Company.
- 4.5 Considers to select, nominate, re-elect, and terminate the Company's external auditors and to propose the auditors' remuneration to the Board of Directors before tabling to the shareholder's meeting for approval respectively. The Audit Committee, also, is to meet with the external auditor without executives at least once a year, and provide concurrence on the Non-Assurance Services of the Audit Firm to ensure independence of the financial statements audits.
- 4.6 Reviews the anti-corruption self-assessment for certification process and sign by the Chairman of the Audit Committee
- 4.7 Find Facts and track progress of complaints that may imply fraud that the Audit Committee has received through the whistle blowing channels to ensure duly action.
- 4.8 Reviews and provides opinion on internal audit plan and system to meet internationally accepted methods and standards.
- 4.9 Considers the independence of the Internal Audit Department including the adequacy of the budget and workforce of the Internal Audit Department, and

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considers to approve the appointment and relocation of, and evaluates the annual performance of the Head of the Internal Audit Department.

- 4.10 The Audit Committee may seek independent opinions from professional advisors or specialists in other fields when needed under the Company's expense with the approval from the Board of Directors. The employment of advisors or specialists must comply with the Company's regulations.
- 4.11 Chairman or members of the Audit Committee shall attend the shareholders' annual general meeting in order to clarify issues associated with the Audit Committee or appointment of the external auditors.
- 4.12 Approves the disclosure of quarterly financial statements to the Stock Exchange of Thailand.
- 4.13 Reports the operating results of the Internal Audit to the Board of Directors annually. Such report must include the Audit Committee's opinion on internal audit, opinions on financial reports, adequacy of internal control systems, and other applicable topics to the Board of Directors as deemed appropriate.
- 4.14 Approves the Audit Committee Charter before presenting to the Board of Directors for approval. The Committee shall review its charter at least once a year.
- 4.15 Prepares the Audit Committee's report signed by the Chairman of the Audit Committee. The report is to be disclosed in the Company's annual report in accordance with the requirement of the Stock Exchange of Thailand, and shall consist of at least the following information:
 - 1) Opinion(s) on the accuracy and credibility of the Company's financial report;
 - 2) Opinion(s) on the adequacy of the Company's internal control system;
 - 3) Opinion(s) on the compliance with the law on the Securities and Exchange Commission, the Stock Exchange of Thailand's regulations, or laws applicable to the Company's business;
 - 4) Opinion(s) on the suitability of the external auditors;
 - 5) Opinion(s) on the transactions that may lead to conflicts of interests;
 - 6) The number of the Audit Committee's meetings and the attendance of such meetings of each committee member;
 - 7) Opinion(s) or overview comment gained from the Audit Committee's its performance or duties in accordance with the Committee Charter; and

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8) Other reports which should be known to the shareholders and general investors under the roles and responsibilities as assigned by the Company's Board of Directors.

4.16 After the Audit Committee receives from the auditors the information on any suspicious circumstances that the director, manager or any person responsible for the Company's operation commits an offence under the Securities and Exchange Act, the Audit Committee is required to report the preliminary inspection to the Company's Board of Directors prior to reporting the Securities and Exchange Commission and the Company's auditors within 30 days from the date of the auditor's notification is received.

4.17 For the Audit Committee's duty, if it is found or suspected that there is any transaction or action that may materially affect the Company's financial condition and operating results, the Committee shall promptly report it to the Board of Directors for rectification in a timely manner.

- A transaction which causes a conflict of interest;
- Any fraud, irregularity, or material defect in the internal control system;
- An infringement of laws or the Stock Exchange of Thailand's regulations, and any laws applicable relating to the Company's business.

If the Audit Committee reports to the Board of Directors on suspicious actions and discusses with the Board and executives on the rectification of such issue, when it is due time, as agree by all involved. If the Audit Committee finds that the Board or executives fail to make corrective actions without a justifiable reason, any member of the Audit Committee may report such transaction or action directly to the Securities and Exchange Commission or the Stock Exchange of Thailand.

4.18 Performs other duties as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

Under its scope of duties and responsibilities, the Audit Committee is authorized to invite the executives, or any concerned persons to give suggestions, to attend the meeting, or to deliver necessary information.

In its performance of duties, the Audit Committee must be directly responsible to the Company's Board of Directors, while the Company's Board of Directors shall remain responsible to third parties for the operations of the Company.

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As required by the Stock Exchange of Thailand's regulations relating to reporting via electronic media, the Company shall report the change(s) of the Audit Committee's scope of duties and responsibilities to the Stock Exchange of Thailand within three business days from the date of the Board of Directors passed a resolution of the change(s).

5. Meetings

5.1 Numbers of Meetings

- 5.1.1 The Audit Committee shall hold at least six meetings per annum.
- 5.1.2 The Chairman of the Audit Committee may convene a special meeting upon request by a member of the Audit Committee, the Corporate Internal Audit Manager, the auditor, or the Chairman of the Board of Directors to consider any essential and necessary agenda.

5.2 Meeting Participants

- 5.2.1 Not less than half of all Audit Committee members shall participate in each meeting to constitute a quorum. The Chairman of the Audit Committee shall preside over a meeting.
- 5.2.2 In case the Chairman of Audit Committee is not present in the meeting or is unable to perform his/her duties, members of the Audit Committee shall elect a member to take position of a chairman in the meeting.
- 5.2.3 The Audit Committee may invite professional experts or lawyers to participate in a meeting as deemed necessary and appropriate.
- 5.2.4 The Secretary to the Audit Committee must participate in every meeting. In case the Secretary to the Audit Committee is unable to participate in the meeting, the Company or the Audit Committee shall assign a replacement person to participate and support the Audit Committee's proceedings.

5.3 Voting

- 5.3.1 The Audit Committee's resolution shall be passed by the majority votes of the Committee members who attend the meeting and cast their votes. One member shall have one vote. In case of a tied vote, the Chairman of the meeting can cast another vote in determining the vote result.
- 5.3.2 Any member of the Audit Committee who has any personal interest in any matter to be considered shall refrain from voting.

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5.4 Minutes of Meeting

The Secretary to the Audit Committee or any designated person shall be in charge of taking minutes of the meeting.

6. Performance Evaluation

The Audit Committee shall, on a yearly basis, perform self-evaluation and report to the Board of Directors the evaluation result and performance difficulties, which may prevent the Audit Committee from achieving the objectives.

7. Remuneration

The Audit Committee shall receive appropriate remuneration according to its roles and responsibilities, as approved by the shareholders' meeting.

Announced on January 26, 2024

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(Professor Dr. Supot Teachavorasinskun)

Chairman of the Board of Directors

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Attachment

Qualifications of the Audit Committee

(1) Holding shares not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.

(2) Neither being nor used to be an executive director, employee, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to taking the independent dictatorship.

(3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.

(4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.

The term 'business relationship' under the first paragraph shall include any normal business transaction; rental or lease of immovable property; transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans; guarantee; providing assets as collateral; and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

(5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.

(6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.

(7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.

(8) Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other Company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.

(9) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

(10) The Company's independent directors shall serve not more than six consecutive years from the date of the appointment (effective from the date when the Board approved this policy on August 23, 2012 onwards).

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References:

- 1) Public Limited Companies Act, B.E. 2535, Section 68 / Section 86
- 2) Independent Directors Qualification as listed in the Corporate Governance and Code of Conduct Manual (Revision 4)
- 3) Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 on the Application for and Approval of Offer for Sale of Newly Issued Shares: Clause 16 (2) Qualification of Independent Directors / Clause 16 (3) (b) Audit Committee Members Qualification