

บริษัท สากล เอนเนอจี้ จำกัด (มหาชน)

SAKOL ENERGY PUBLIC COMPANY LIMITED



Audit Committee Charter

Sakol Energy Public Company Limited

Audit Committee Charter

1. Purpose

The Audit Committee was established to support the Board of Directors in supervision the operations of the company in accordance with the regulations of the stock exchange, Including the good governance guidelines of the Securities and Exchange Commission (SEC) as well as providing independent opinions and suggestions about good corporate governance, Risk management Financial report, Compliance, regulations, and other related regulations. To ensure that the operation of the company is appropriate Effective and Effectiveness

2. Composition

- 2.1 The Audit Committee is composed of at least three independent directors. At least one of the audit directors shall be a person with knowledge and experience in accounting and finance to perform the duty of reviewing the reliability of the financial statement.
- 2.2 The Audit Committee shall select one Audit Director to hold the position of Chairman of the Audit Committee.
- 2.3 To the head of the internal audit department Is the secretary of the audit committee by position. To assist the Audit Committee in matters such as appointments for meetings, Prepare the meeting agenda, Submit meeting documents and recording the minutes of the meetings. As well as coordinating with relevant departments in order to appoint a new audit committee when the audit committee has completed the term of office or vacates office. The secretary of the audit committee has no right to vote in the resolution of the audit committee.
- 2.4 The Audit Committee must have sufficient time to perform the duties of the Audit Committee.
- 2.5 The Audit Committee should be continuously trained and strengthen the knowledge in matters related to the operation of the Audit Committee.

3. Qualification of Audit Director

An audit Director shall be a person with the following qualifications:

- 3.1 A person who has a competent qualification to perform the role of independent director in accordance with the rules and conditions as specified by the Office of Securities and Exchange Commission, Securities and Exchange Commission, Capital Market Supervisory Board and Stock Exchange of Thailand Notifications.
- 3.2 Not being a person who has been assigned by the Board of Directors to make decisions regarding the running of the business of the company, parent companies, subsidiary companies, associated companies, same level subsidiary companies, major shareholders or a person who has control of the company.
- 3.3 Not being a director of the parent company, subsidiary companies or same level companies of the public listed company.
- 3.4 Having adequate knowledge and experience in performing the duty as an Audit Director and at least one Audit Director shall have adequate knowledge and experience in accounting and finance to be able to review the reliability of the financial statement.

4. Appointment and Office Term

The Board of Directors or the shareholders' meeting shall appoint the independent directors of the company as the audit committee. In the case that the Audit Committee has completed the term of office or is unable to hold the position until the end of the term Which resulted in the number of members of the Audit Committee being lower than 3 persons. Should be appoint a new member of the Audit Committee immediately or immediately within 3 months from the date that the number of audit committee members is incomplete. To ensure continuity in the performance of the Audit Committee

5. Powers, Duties and Responsibilities

5.1 Financial reporting and Information disclosure

- (1) Review of the Company's financial reporting system and information disclosure in the financial statements with correctness and adequacy.
- (2) Review with the auditor about important issues that may affect the reliability of financial reports. And the operating results of the company. Such as

- The difficulties or significant conflicts that the External Auditor has during the work.
- Issues, facts and opinions that differ between External Auditor and management.
- The level of efficiency of the internal control system.
- Defects or losses that appear in this accounting period and may occur in the next accounting period.
- Violations of relevant laws and apply to the company and / or the business of the company.

And The Audit Committee shall report to the Board of Directors. In order to proceed with rectification within the time that the Audit Committee deems appropriate

- (3) Review of the Company's compliance with relevant laws which are applicable to the Company and/or Company business.

5.2 Internal Control

- (1) Review of the Company's Internal Control system and Internal Audit System has appropriate and effective According to the standards of COSO (The Committee of Sponsoring Organization of Tread way Commission)
- (2) Review the effectiveness and efficiency of governance, risk management and control processes. Including risk and control about Information technology of company.
- (3) There are suggestions for management about improving the good corporate governance process. Risk management complies with relevant laws, rules, regulations and internal controls for efficiency and effectiveness.
- (4) Review and comment on adequacy and appropriateness The effectiveness of internal control for the preparation of financial reports.

5.3 External Auditor

- (1) Support the work of the External auditor to be independent. And must hold private meeting with the external auditor at least one time annually.
- (2) Consider selection Propose to appoint an independent person to acting as an External auditor of the company And offer compensation for such person.

5.4 Internal Audit Department

- (1) Supervision Internal audit department to be ethical with acceptable audit standards
- (2) Consider approving Organization structure, manpower, annual audit plan, as well as budget to focus on the efficiency and effectiveness of various activities.
- (3) Review about internal audit reports and the independence of the internal audit department.
- (4) Opinion on the appointment, transfer, dismissal, performance, budget, manpower of the internal audit Department. Including determining remuneration and evaluating the performance of the Chief Executive of Internal Audit Department
- (5) Develop the potential and professional progress of internal auditors, for ensure that the internal audit is accurate and effective, consistent with the development of the company.
- (6) Regularly and review the internal audit charter.

5.5 Observance with laws, regulations

- (1) Review the operation of the company to be in accordance with laws, rules, regulations and other related requirements. Both within and from regulatory agencies.
- (2) Review about policies and assess the effectiveness of risk management in compliance with relevant rules and regulations. Both within and from regulatory agencies.
- (3) Review about the corporate governance and social responsibility process Including anti-corruption of the company.

5.6 Review of the Audit Committee Charter

Prepare the Audit Committee Charter and review as appropriate. For determine whether there is a need to adjust the responsibilities of the designated audit committee.

5.7 Report of the Audit Committee

Preparation of the Audit Committee's report which shall be signed by the Chairman of the Audit committee and contain at least the following:

- (1) Opinions on the correctness, completeness, and reliability of the Company's financial report.
- (2) Opinions on the adequacy of the Company's internal control system.
- (3) Opinions on the Company's compliance with laws which are applicable to the Company and/or Company's business.
- (4) Opinions on the suitability of the external auditor.

- (5) Opinions on transactions that may have a conflict of interest.
- (6) Overall opinions or observations of the Audit Committee obtained from the performance of their duties under the charter.
- (7) Other matters that should be of interest to the shareholders and investors within the scope of duty and responsibility assigned by the Board of Directors.

5.8 Other responsibilities

- (1) Able to investigate those involved Under the authority of the Audit Committee And has the power to hire or bring specialized experts to assist in the investigation or investigation.
- (2) Have the authority to hire consultants or independent individuals To provide comments or suggestions as needed.

6. Meetings

- 6.1 The Audit Committee shall convene at least one meeting every three months in accordance with the financial report preparation cycle. However, the Chairman of the Audit Committee may call for a special meeting of the Audit Committee if there is a request from the Audit Director, internal auditor, external auditor or Chairman of the Board to review necessary matters which require joint consultation.
- 6.2 The Audit Committee should hold a specific meeting with the external auditor without management presence at least once a year. The meeting can be held as a special meeting in addition to normal meetings or the meeting can be held with the external auditor without management presence as one agenda of several agendas of the normal meeting of the Audit Committee.
- 6.3 When convening a meeting of the Audit Committee, the Chairman or the assigned person shall send invitations along with meeting agendas and meeting related documents to every audit director at least seven days in advance to allow the Audit Director time to study the information. In the event of urgency for the benefit of the company, a meeting invitation can be made otherwise, with an earlier date.

7. Quorum and Voting

- 7.1 At a meeting of the Audit Committee, the presence of at least one half of the number of Audit Committee members is required to form a quorum. In the case when the Chairman of the Audit Committee is not present at a meeting or is not capable of performing the duty, the attending members of the Audit Committee shall elect among themselves one member to chair the meeting.
- 7.2 In a meeting, a resolution shall be passed by a majority of the votes.
- 7.3 In casting the votes, one audit director has one vote except that if any audit director has any stake in any matter, that audit director shall not exercise his/her voting right on that matter. In case of an equal vote split, the chairman of the meeting shall cast the deciding vote.
- 7.4 The Chairman of the Audit Committee shall prepare the minutes of the Audit Committee meeting for submission to the Board of Directors.

8. Report

The Audit Committee will be report to the Board of Directors within the appropriate time. In order to make improvements in the event that there are transactions or actions that may have a significant impact on the financial position and the operating results of the company or have items that cause conflicts of interest or fraud or there is something wrong or have significant deficiencies in the internal control system or have violated the law or requirements related to the company business.

This charter is effective from 8th March 2019 onward.

-Seal Company-

Signed



(Prof. Emeritus Dr. Direk Lavansiri)
Chairman of the board
Sakol Energy Public Company Limited