

Gulf Energy Development Public Company Limited

Charter of the Audit Committee

1. Purpose

To assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, risk management, the audit process, and the Company's process for monitoring compliance with laws and regulations and the Code of Conduct

2. Composition and Qualification

2.1 The Audit Committee, the Chairman and the members, shall be appointed by the Board of Directors and shall consist of at least three independent directors whose qualifications meet the requirements of the Public Limited Companies Act, Securities and Exchange Act, the Stock Exchange of Thailand Securities, Exchange Commission of Thailand listing rules and Article of Association.

2.2 The secretary to the Audit Committee shall be the head of the Internal Audit Function.

3. Term

3.1 The term of office of each Audit Committee member shall be three years. The Audit Committee members shall be eligible for re-election by the Board of Directors. However, renewal of the term of the Audit Committee members shall not be done automatically.

3.2 The term of office shall be expired automatically when retired from directorship of the Board of Directors.

4. Meetings

4.1 Quorum of the Audit Committee Meeting shall consist of more than half of the Audit Committee member.

4.2 Meeting of the Audit Committee shall meet at least four times a year. Additional meetings will be convened as the Chairman deems appropriate.

4.3 The Audit Committee shall have the authority to invite management, auditors, or others to attend meetings and provide pertinent information as necessary.

5. Voting Right

Each member of the Audit Committee can cast only 1 vote. Any Audit Committee member with conflict of interest on the considered matter shall be excluded for the session.

6. Authorities

- 6.1 The Audit Committee shall have authority to obtain independent professional opinions or advices for the matter related to its duties and responsibilities, as necessary, at the expense of the Company.
- 6.2 The Audit Committee may invite the directors or the employees of the Company to attend a meeting to discuss or clarify the businesses of the Company's and its subsidiaries, joint venture and partnership projects under the duties and responsibilities of the Audit Committee.
- 6.3 The Audit Committee could inspect and examine in any matters as necessary to accommodate its business.

7. Duties and Responsibilities

- 7.1 To review the Company's interim / annual financial reports to ensure accuracy and adequate disclosure and appropriate in accordance with accounting standards, by coordinating with the external auditor and the management who are responsible for preparing the quarterly and yearly financial reports. The Audit Committee may suggest that the external auditor review or examine any transaction which is considered necessary and significant during the audit of the Company's accounts
- 7.2 To review and ensure the effectiveness of the Company's internal control system including information technology security and control
- 7.3 To understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses
- 7.4 To review the effectiveness of the system for monitoring compliance with laws and regulations
- 7.5 To prepare annual report of the Audit Committee which shall be signed by the Chairman of the Audit Committee
- 7.6 To endorse and provide recommendation to the Board of Directors on the selection, appointment and dismiss of an external auditor of the Company, including audit scope and remuneration of the external auditor by taking into account the credibility and adequacy of resources, as well as experience of personnel assigned to perform the audit work
- 7.7 To review and approve Internal Audit Charter, annual audit plan and all major changes to the plan
- 7.8 To perform other activities related to this Charter as requested by the Board of Directors
- 7.9 To review and assess the adequacy of the Audit Committee Charter annually and request the Board of Directors' approval for proposed changes
- 7.10 To ensure the Company's corporate practices comply with Public Limited Companies Act, Securities and Exchange Act, the Stock Exchange of Thailand Securities, Exchange Commission of Thailand listing rules as well as other laws pertaining to the Company's business