

(Translation)

F 24-1

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

The Board of Directors Meeting of Banpu Public Company Limited No. 5/2016 held on 28 April 2016 resolved the meeting's resolutions in the following manners:

Appoint audit committee: (remains unchanged)

Chairman of the audit committee       Member of the audit committee

As follows:

- |                 |              |                                 |
|-----------------|--------------|---------------------------------|
| (1) Mr. Teerana | Bhongmakapat | Chairman of the audit committee |
| (2) Mr. Ratt    | Phanijphand  | Member of the audit committee   |
| (3) Mr. Suthad  | Setboonsarng | Member of the audit committee   |

The appointment shall take effect as of 28 April 2016

The scope of duties and responsibilities of the audit committee with the following details:  
(Remain Unchanged)

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient.
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. to review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. to prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interests,
  - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - (h) other transactions which, according to the audit committee's opinion, should be

known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors;

7. To audit case informed by the Company's external auditor when he/she discovers any suspicious circumstance that the director, manager or any person responsible for the Company's operation commit and offence, which are specified under the Securities and Exchange Act (No.4) B.E.2551 and report the result of preliminary inspection to the Securities and Exchange Commission and the external auditor within thirty days since the inform date;
8. To review and continue monitoring major risk management procedures after Risk Management Committee did; to review financial derivatives transactions, commodity hedging with contractual parties for linkages with the internal control;
9. to determine an internal audit unit's independence; to express opinions regarding the operation plan and operation results, budgeting and manpower of the Internal Department as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit.
10. To revise the Audit Committee Charter at least once a year;
11. To review and approve the Internal Audit Charter;
12. To submit and operation report to the Board of Directors at least once a year;
13. To invite executive officers or supervisors to attend its meeting for clarification purpose or to submit relevant documents based on the scopes of its authority;
14. To obtain appropriate consultations from the independent specialist relating to its scope of duties and responsibilities with the Company's expenses; and
15. To perform any other tasks as assigned by the Board of Directors upon the Audit Committee's consent.

The audit committee is consisted of:

|                                   |             |              |  |
|-----------------------------------|-------------|--------------|--|
| 1.Chairman of the audit committee | Mr. Teerana | Bhongmakapat | remaining term in office 3 years (Take an effect to the date of AGM for the Year 2019) |
| 2.Member of the audit committee   | Mr. Ratt    | Phanijphand  | remaining term in office 3 years (Take an effect to the date of AGM for the Year 2019) |
| 3.Member of the audit committee   | Mr. Suthad  | Setboonsarng | remaining term in office 3 years (Take an effect to the date of AGM for the Year 2019) |
| Secretary of the audit committee  | Mr.Vorravit | Varutbangkul |  |

Enclosed hereto is - copies of the certificate and biography of the audit committee. The audit committee number 1 has adequate expertise and experience to review creditability of the financial reports.

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 \_\_\_\_\_ (signature) \_\_\_\_\_ Director

-Company's seal-

(Mr.Chanin Vongkusolkit)

Signed \_\_\_\_\_ (signature) \_\_\_\_\_ Director

(Mrs. Somruedee Chaimongkol)