

## **Audit Committee Charter for Year 2020**

---

This Audit Committee Charter has been adopted by the Board of Directors of Nation Broadcasting Public Company Limited. The Audit Committee of the Board shall review and reassess this charter annually and recommend any proposed changes to the Board for approval.

### **Purpose**

The Board of Directors appoints the Audit Committee to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, internal control, and financial reporting practices of the company.

### **Elements and Features**

The Audit Committee consists of at least three members of the Audit Committee, each of which must be a member of the Board of Directors and qualified as an independent director as defined by the company in the corporate governance policy. And under the requirements of the supervisory authorities and the Securities and Exchange Act. The Audit Committee or the Board of Directors shall appoint an Audit Committee as the Chairman of the Audit Committee.

The Audit Committee must be able to exercise its discretion independently. Able to read and understand the fundamentals of financial statements which need to be in charge of the audit committee and at least one member of the Audit Committee must have expertise in accounting or finance.

The Audit Committee can communicate directly with external auditors. Internal auditor and Company management.

The Audit Committee will consider appointing the qualified person to be the secretary of the Audit Committee. And to support the operation of the Audit Committee as well as appointments, meetings and other tasks as assigned by the Audit Committee.

### **Meeting**

The Audit Committee must meet at the scheduled time at least 4 times a year or more if necessary. And attend meetings with the external auditors without management in attendance at least 1 time per year.

The Chairman of the Audit Committee is responsible for organizing the meeting. Acted as the chairman of the meeting Approve the meeting agenda As well as report the meeting results to the Board of Directors

## **Role and Responsibilities**

The Audit Committee shall be responsible for :

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.
4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
6. Review the connecting transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and in compliance with rules and regulations of the Stock Exchange of Thailand as well as disclosure complete information for those transactions to ensure that such transactions are appropriate and most beneficial to the Company.
7. Review the company's compliance with private sector's anti-corruption and certification programmes, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.
8. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information.

- Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
  - Opinions concerning with the adequacy of the Company's internal control system.
  - Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
  - Opinions concerning with the appropriateness of the auditor.
  - Opinions concerning with the transactions that may involve conflict of interest.
  - The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
  - Opinions or overall observation that the Audit Committee has found during performing its duty according to the Charter of the Audit Committee.
  - Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.
9. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible the Company's operation to other persons

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee, the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Board of Directors is empowered to make adjustment and change definitions and qualifications of the independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of the Security and Exchange Commission, the Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.

(Mr.Sutee Phongpaiboon)  
**Chairman of the Audit Committee**

(Mr.Metha Soonthornjit)  
**Member of the Audit Committee**

(Mr.Pornchai Reonghathainont)  
**Member of the Audit Committee**

**This Audit Committee Charter for year 2020**

is considered and agreed by The Audit Committee Meeting No.5/2019 On November 7<sup>th</sup> , 2019,

is considered and approved by Board of Directors Meeting No.7/2019 On November 7<sup>th</sup> , 2019