

**FORM TO REPORT ON NAMES OF MEMBERS AND SCOPE OF WORK OF
THE AUDIT COMMITTEE**

The Board of Directors meeting of TISCO Financial Group Public Company Limited No. 7/2018 held on December 11, 2018 resolved the meeting's resolutions in the following manners:

- ~~Determination~~/Change in the scope of duties and responsibilities of the Audit Committee with the following details:

8. Consider the independence of TISCO Group's Internal Audit function, and approve Internal Audit policy, Internal Audit charter, annual audit plan, strategy, key performance indicators, staffing and budget.

9. Appoint, transfer, or dismiss Head of Internal Audit and review an effectiveness and efficiency of Head of Internal Audit's performance.

13. Review and assess compliance with policies on conflict of interest and significant issues which may incur between TISCO Bank and investors in the funds managed by TISCO Asset Management and report to the Board of Directors.

, the ~~determination~~/change of which shall take an effect as of December 11, 2018

The Audit Committee is consisted of:

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| 1. Chairman of the Audit Committee | <u>Assoc. Prof. Dr. Angkarat Priebjrivat</u>
remaining term in office <u>4</u> months |
| 2. Member of the Audit Committee | <u>Ms. Panada Kanokwat</u>
remaining term in office <u>4</u> months |
| 3. Member of the Audit Committee | <u>Mr. Sathit Aungmanee</u>
remaining term in office <u>4</u> months |
| Secretary of the Audit Committee | <u>Ms. Jiraporn Sawsukpaiboon</u> |

The Audit Committee number(s) 1-3 have adequate expertise and experience to review creditability of the financial reports.

The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Review TISCO Group's financial report to ensure accuracy and adequacy.
2. Review and evaluate that TISCO Group has suitable and efficient internal control system and internal audit.
3. Review TISCO Group's operations to ensure compliance with related laws and regulations.
4. Consider, select and nominate the external auditor of TISCO Group, recommend remuneration of such auditor, removal of such auditor, as well as meet with the external auditor at least once a year without participation of management.
5. Consider connected transaction or the transaction that may cause conflict of interest to ensure the appropriateness and best interest of TISCO Group.
6. Review accuracy and completeness of the disclosure of TISCO Group, especially the connected transaction or the transaction that may cause conflict of interest.
7. Prepare and disclose the Audit Committee report signed by the Chairperson of the Audit Committee in an annual report.



8. Consider the independence of TISCO Group's Internal Audit function, and approve Internal Audit policy, Internal Audit charter, annual audit plan, strategy, key performance indicators, staffing and budget.
9. Appoint, transfer, or dismiss Head of Internal Audit and review an effectiveness and efficiency of Head of Internal Audit's performance.
10. Report to the Board of Directors in order that remedial action is taken within the time that the Audit Committee deems appropriate in case the Audit Committee finds or suspects any misconduct which may affect the Company's financial position and performance significantly as follows;
 - Transaction which causes conflict of interest;
 - Fraud or irregularity or material defect in the internal control system;
 - Infringement of applicable laws. If the Board of Directors or the management does not take remedial action within the time that the Audit Committee proposed, the Audit Committee shall disclose such infringement in annual report and report to the Bank of Thailand.
11. Conduct the businesses as assigned by the Board of Directors in agreement of the Audit Committee.
12. Approve Compliance policy and assess the efficiency of compliance risk management.
13. Review and assess compliance with policies on conflict of interest and significant issues which may incur between TISCO Bank and investors in the funds managed by TISCO Asset Management and report to the Board of Directors.

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 - *Oranuch Apisaksirikul* -

(Ms. Oranuch Apisaksirikul)

Director and Chairperson of the Executive Board

(Company's Seal)

Signed - *Suthas Ruangmamamongkol* -

(Mr. Suthas Ruangmanamongkol)

Director and Group Chief Executive