

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

The Board of Directors' Meeting No. 2/2017 of Robinson Department Store Public Company Limited held on April 28, 2017 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee/ Renewal for the term of audit committee :

Chairman of the audit committee Member of the audit committee

As follows : 1) Mr. Vithaya Chavananand 2) Mr. Charan Mongkolchan 3) Mr. Yodhin Anavil

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details :

The audit committee is consisted of :

1. Chairman of the audit committee Mr. Somchai Apiwattanaporn remaining term in office 1 Year.
2. Member of the audit committee Mr. Vithaya Chavananand remaining term in office 3 Years.
3. Member of the audit committee Mr. Charan Mongkolchan remaining term in office 3 Years.
4. Member of the audit committee Mr. Yodhin Anavil remaining term in office 3 Years.

Secretary of the audit committee Mr. Phisoot Suksangtip

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

Scope of Duties of the Audit Committee

1. Financial report

- (1) To review the preparation and disclosure process for an accurate, adequate, trusting and timely financial report by collaborating with the auditor and the executives responsible for preparing the quarter and annual financial report.

2. Internal control

- (1) To review that the Company has an adequate and effective internal control system in order to prevent corruption which cover all record of accounting and financial information, human resource management process and other process that related to operation of the Company .
- (2) To review the Company anti corruption policy and other operational measure including any operational requirement that related to change of business, regulation and legal requirements
- (3) To consider the operational report in accordance to policy and anti corruption measurement
- (4) To consider any urgent issue related to anti corruption and action timely
- (5) To consider the outcome and recommendation of the auditor and internal audit division regarding internal control system and to advise the management implement the recommendation including following up the outcome of such implementation.

3. Internal audit

- (1) To review that the Company has an independent internal audit function and an effective internal audit system, to support any operation such as budget and personnel and to approve a charter of the internal audit.
- (2) To jointly give an opinion on the nomination, promotion, transfer, removal or termination of employment including determination and adjustment of remuneration for the head of the internal audit division or any other division responsible for internal audit in order to make sure that such division is able to perform its duties independently.
- (3) To jointly review and approve an internal audit plan with the head of the internal audit division especially the part relating to internal audit system and financial management process.
- (4) To consider audit plan and auditing scope of work for the internal auditor's and the Company's auditor to make them support each other and not overlapping.
- (5) To give an opinion on the Company's regulations on internal audit before submitting to the Board of Directors for approval.
- (6) Monitor an internal audit's performance in order to prevent or reduce any possible corruption. This is done by evaluating sufficiency of internal control as specified by the executive. If there is any doubt concerning corruption or mistake, the executive or responsible department should be informed immediately.

4. Audit

- (1) To consider, select, nominate the independent Company's auditor and determine annual remuneration for the Company's auditor by considering the trustworthy and adequacy of resources, auditing workloads of such audit office and experience of persons assigned to audit the Company as well as a performance in the previous year; and to remove the auditor.
- (2) To review an auditing scope and method proposed by the auditor as well as to consider the reason regarding a change in audit plan.
- (3) To recommend the auditor to review or audit any item which is considered necessary and important during the Company's and its subsidiary's audit.
- (4) To review the auditor's report, advise the management to revise such report and follow up the implementation of such audit recommendation.
- (5) To consider the adequacy and efficiency in collaboration between the auditor and the internal auditor.

5. Related party transactions, or the transactions which may cause conflicts of interests

- (1) To review the related party transactions or the transactions which may cause conflicts of interest, to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations as well as reasonable and at the optimum benefit of the Company.
- (2) To consider the disclosures of the Company's information concerning all related party transactions or transactions which may cause conflicts of interests to be accurate and adequate.

6. Compliance with the concerned laws and regulations

- (1) To review the effective of the follow-up and control system to be in compliance with the Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business.
- (2) To review the outcome of the management's investigation and follow up the noncompliance case.

7. Report of the audit committee

- (1) The audit committee has duties and is responsible for reporting the outcome of the performance or of any other duty assigned for acknowledgement and consideration by the Board of Directors at the Board meeting at least once per quarter. Such as, the report of the audit committee should clearly contain the opinion of the audit committee in any matters.
- (2) To review any reports prepared by the Company which relate to duties and responsibilities of the audit committee.
- (3) To prepare an Audit Committee's report on its annual performance as the criteria set by the Stock Exchange of Thailand, which has to be signed by the chairman of the audit committee and disclosed in the Company's annual report.
- (4) Regarding performing duty, if the audit committee finds or suspects any trace of transaction or acting, which may significantly affect its financial status and performance, the audit committee shall report to the Board of Directors for correcting within the time that the audit committee deems appropriate. The aforementioned transactions or acts are as follows:
 - (4.1) any trace of conflicts of interests
 - (4.2) fraud, unusual or significant deficiency of the internal control's system
 - (4.3) violating of the Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or laws related to the Company's business
- (5) If the Board of Directors or the management fails to correct the transaction or act under the above subsection (4.1), (4.2) and (4.3) within an appropriate as advised by the Audit Committee, the latter may report that there is the abovementioned transaction or act to the Securities and Exchange Commission or the Stock Exchange of Thailand.
- (6) When the audit committee is informed by the auditor about suspicious circumstance on fraud or violating of law relating to the director's and the executive's duty performance, the audit committee shall conduct the preliminary investigation and report such investigation result to the Office of the Securities and Exchange Commission and the auditor within 30 days from the day the auditor informed. If the audit committee has finished the additional factual investigation, it shall report to the Board of Director in order to correct such circumstance within the time the audit committee deems appropriate.

8. Risk management

- (1) To review that the Company has a standard and efficiency to cover all risk on corruption that might happen including preparing the suitable standard of anti corruption measure against risk assessment.

- (2) To review the process of complaints and whistle blower that have any sufficient and suitable confidentiality and protection measure against the complaints.
- (3) To whistle blowing against corruption that involved people in the organization and scrutiny upon receive notice and propose to Board of director to consider together as well as consider penalties and to solve such problem
- (4) To jointly consider and render its opinion regarding the report on the outcome and progress of the Company's risk management together with the risk management committee, the risk management working team and the management.

Responsibilities of the Audit Committee

1. To do any other act as the Board of Directors assigns with the concurrence of the audit committee. The audit committee is responsible to the Board of Directors for duties and responsibilities assigned by the Board while the responsibility in every activity of the Company to the third party is still bestowed on the Board of Directors.
2. To review and revise the charter of the internal audit so as to make it update and proper with the Company's circumstance at least once a year.
3. To have duties in accordance with any additional regulations, notification, etc. prescribed by the Stock Exchange of Thailand (SET).

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 *Pandit Mongkolku* Director
(Mr. Pandit Mongkolku)

Signed *K. Alan* Director
(Mr. Alan George Thomson)