

Charter of the Audit Committee

1. Purpose

The Board of Directors of the Company appoints the Audit Committee which consists of the independent directors, to assist the Board in conducting its duties and to establish the model of good corporate governance. The Audit Committee is set up to strengthen the efficiency of the operation and enhance the value of the organization. In the course of performing duties, the Audit Committee shall maintain the relationship with the Board of Directors of the Company, the Executives including the external and internal auditors of the Company. To ensure the efficiency of the operation, each member of the Audit Committee is required to continuously develop himself/herself as well as and maintain his/her skill, knowledge, and understanding in his/her duties and responsibilities business operation and damage occurred to the Company.

2. Composition and Structure

- 2.1 The Board of Directors appoint the Audit Committee whom shall be selected from the independent directors. The Audit Committee shall consist of at least three members.
- 2.2 The independent director appointed to be the member of the Audit Committee must have qualifications as specified in the Regulations of the Stock Exchange of Thailand. At least one member one of the Audit Committee should have knowledge and understanding or experience in accounting and/or finance.
- 2.3 The term of office of the Chairman of the Audit Committee and the member of the Audit Committee is of 3 years. In case of the member of the Audit Committee resigns prior to the expiration of his term of office, the member of the Audit Committee appointed to replace the office will hold the office for the remaining term of the resigning member.
- 2.4 The Chief of the Internal Audit Unit of the Company will be of the Secretary of the Audit Committee to assist the Board of Directors, organize and prepare the meeting agendas, and write up the meeting minutes.

3. Authority of the Audit Committee

The Board of Directors assigns the authority to the Audit Committee to carry out the following responsibilities;

- 3.1 To appoint or remove the auditors and the internal auditors.
- 3.2 To approve the internal audit plan and access to the information of all levels of the organization.

4. Duties of the Audit Committee

- 4.1 To ensure that the Company has fairly presented financial reports and fully disclosed information.
- 4.2 To ensure that the Company has the appropriate and effective internal control and internal audit systems maintains the independence of the internal audit system, approves the appointment, transfer, terminate the employment of the Chief of the Internal Audit Unit and other departments responsible for internal audit.
- 4.3 To ensure the Company's compliance with the Laws related to the Securities and Stock Exchange, the Requirements of the Stock Exchange of Thailand and the business of the Company.
- 4.4 To verify the correctness and completeness of the related matters or the matters which could cause conflict of interest.
- 4.5 To verify and give comments on preventive anti-corruption measures in line with the company's anti-corruption policy. Make sure that these measures are efficient and effective.
- 4.6 To verify the Company's risk management with efficiency and effectiveness compliance with good corporate governance principles and sustainability development Corruption Risk Management and a whistleblowing notification system.
- 4.7 To consider, select, propose, appoint and terminate the employment of any independent person and auditor approved by the Office of Securities and Exchange Commission to perform duty of auditing the company's account and to offer the consideration of the auditor including attending the meeting with the auditor without the meeting organizing department at least once a year. And including of significant event or abnormal transaction must be reported directly to the Audit Committee.

Phol Dhanya Public Company Limited

- 4.8 To prepare and disclose the report of corporate governance of the Audit Committee publicly in the annual report of the Company signed by the Chairman of the Audit Committee.
- 4.9 To review the charter of the Audit Committee and Internal Audit as necessary and appropriate at least once a year.
- 4.10 To review the report about the violation of business ethics and company's regulation.
- 4.11 To ensure scope of the policy management of information technology and security measure for the information technology system.
- 4.12 To evaluate of performance, Problems and obstacles of the Internal Auditor as well as propose improving process at least once a year.
- 4.13 To carry out any other tasks assigned by the Board of the Director as approved by the Audit Committee.

5. Meeting of the Audit Structure**5.1 Meeting Agendas**

The Secretary of the Audit Committee shall prepare a notice of the Audit Committee clearly stating date, time, place and meeting agendas and send all meeting papers to the members of the Audit Committee and all attendants in advance in order to give them time to review the matters or to require for additional information to support their consideration. The duties and responsibilities of the Audit Committee are as follows;

- 5.1.1 To consider the related financial statement and financial report, the accounting principle and practice, the compliance with the general accounting standard, the existence of business, the change in important accounting policy including the reasons proposed by the managing department responsible for setting the accounting policy before proposing to the Board of Directors for the purpose of disclosing to the shareholders and the general investors.
- 5.1.2 To consider the internal Control System and the Internal Audit System.
- 5.1.3 To review the Company's annual audit plan, all related coordination processes of audit plan and the evaluation of audit result with the internal auditor and the auditor in this is to ensure that the stated audit plan can be used to detect any fraud or defective of the Internal Control System.

Phol Dhanya Public Company Limited

5.1.4 To consider with the auditor any issue or limitation arising during the audit process and review the performance of the internal auditor.

5.1.5 To consider with the auditor any issue or limitation arising out of the audit of the financial statement.

5.1.6 To consider with the internal auditor and the auditor in order to set the plan for reviewing the process and control of electronic data processing and the security especially for the purpose of preventing corruption or misuse of the electronic data system carried out by any Company's employee or the third person.

5.1.7 To consider and review any issue which could create the conflict of interest such as issue related to the Company etc.

5.1.8 To consider carrying out the self-evaluation of the performance of duties and responsibilities as assigned.

5.2 Number of Meetings and Quorum

The meeting of the Audit Committee shall be held at least 4 times a year as required by circumstances and necessity. At least one-half of the total members of the Audit Committee attending the meeting shall form the quorum.

5.3 Attendance

The Audit Committee shall have the authority to specify persons who has the right to attend the meeting by sending an invitation letter to the said persons which include the Chief of the Internal Audit Department, External Auditor, Senior Executives and the related or responsible persons as specified in the regulations and the Internal or External Legal Consultant. Any person requesting to attend the meeting cannot attend the meeting unless approved by the Audit Committee as the Audit Committee deems reasonable and appropriate.

5.4 Meeting Minutes

The meeting minutes shall be prepared by the Secretary of the Audit Committee and proposed to the Audit Committee for approval prior to the submission to the Board of Director. The meeting minutes shall be submitted to the auditor for the auditor's confirmation of the information and in order to inform the matters which the Audit Committee gives special attention to and should be given special attention to.

6. Report

The Audit Committee shall prepare a written report presenting the responsibilities for the activities of the Audit Committee and other duties assigned by the Board of Directors. The report of the Audit Committee is important to the Board of Directors, the shareholders and the general investors since the report represents the opinions of the Audit Committee which are independently and straightforwardly given. The report can also ensure the Board of Directors that the Management has carefully managed the operation and taken the interest of each shareholder into fair consideration.

7. Evaluation of the Audit Committee

To ensure the efficiency of the Audit Committee's performance and the achievement of its objectives to the self-evaluation of the Audit Committee's performance shall be formally conducted at least once a year.

This Charter of the Audit Committee has been approved by the resolution of the Meeting of the Board of Directors No.9/2023 convened on 20th December 2023 and shall be effective from 21th December 2023 onwards.

Mr.Noppadol *Dheerabutr*vongkul

Mr.Thanya *Wangtham*rong

Assoc.Prof.Dr.*Ekachidd* Chungcharoen

(Mr.Noppadol *Dheerabutr*vongkul)

(Mr.Thanya *Wangtham*rong)

(Assoc.Prof.Dr.*Ekachidd* Chungcharoen)

Chairman of the Audit Committee

Chief Executive Officer

Chairman of the Board of Directors.