

Audit Committee Charter

Meb Corporation Public Company Limited

Audit Committee Charter

1. Objectives

The Audit Committee is a sub-committee established to assist the Board of Directors in overseeing and reviewing the company's financial reports, disclosures in the financial statements, internal control systems, legal compliance, independence of the internal audit function, the selection of external auditors, related party transactions or potential conflicts of interest, and the adequacy of the company's anti-corruption processes. The goal is to ensure the company's operations and disclosures are transparent, high-quality, accurate, and reliable.

2. Composition

The Audit Committee must consist of at least three (3) independent directors, with at least one (1) director having sufficient knowledge and experience in accounting or finance to review the reliability of the financial statements.

The Board of Directors or the Audit Committee shall appoint one of the members to serve as the Chairman of the Audit Committee. Additionally, the Board shall appoint a Secretary for the Audit Committee to assist with the operations of the committee, including scheduling meetings, preparing meeting agendas, distributing meeting materials, and recording meeting minutes.

3. Qualifications of the Audit Committee Members

Audit Committee members must meet the following qualifications

(1) The member must meet all qualifications required to be an independent director as defined by the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (SET).

(2) The member must not be a director who has been assigned by the Board of Directors to make decisions regarding the management of the company, its parent company, subsidiaries, affiliated companies, major shareholders, or those with control over the company.

(3) The member must not be a director of the parent company, subsidiaries, or affiliated companies, specifically those listed on the Stock Exchange of Thailand.

(4) The member must possess sufficient knowledge and experience to perform duties as an Audit Committee member, with adequate time to dedicate to their responsibilities. Additionally, at least one Audit Committee member must have expertise in accounting or finance to review the reliability of financial statements effectively.

4. Election and Term of Office

The Board of Directors shall appoint the independent directors of the company as Audit Committee members. The term of office for the Audit Committee members shall align with the term of office for the Board of Directors. However, an Audit Committee member who has completed their term may be reappointed to the position of Audit Committee member.

In the event that an Audit Committee member wishes to resign before the completion of their term, they must notify the company and submit a resignation letter in advance. If the term of office of an Audit Committee member expires, or if they are unable to complete their term, resulting in fewer than three (3) Audit Committee members, the Board of Directors must pass a resolution to appoint a new Audit Committee member with the qualifications specified in Section 3. The appointment should be made immediately or, at the latest, within three (3) months from the date the Audit Committee is not fully constituted, to ensure continuity in the performance of the Audit Committee's duties.

5. Authority, Duties, and Responsibilities

(1) Review the company's financial reports and disclosures in the financial statements to ensure they are complete, accurate, reliable, and timely. This includes coordinating with the external auditors and the management responsible for preparing the financial reports, both quarterly and annually. The Audit Committee may recommend to the external auditors to review or audit any items deemed important and necessary during the company's audit.

(2) Review significant transactions that are not part of the regular course of business during the past year (if any) by assessing the reasonableness of such transactions, their impact on financial position and performance, and the completeness and accuracy of the information disclosed.

(3) Review the company's internal control systems and internal audit systems to ensure they are adequate and effective. Approve the company's annual audit plan and consider approving significant amendments to the audit plan. Oversee the internal audit department to ensure it complies with the approved annual audit plan and meets international professional standards for internal auditing.

(4) Coordinate with the Risk Management Committee on significant risk issues to ensure that the company has an appropriate internal control system to manage risks.

(5) Evaluate the quality of the internal audit work annually and consider the internal audit report to provide feedback before submitting the internal audit report to the Board of Directors.

(6) Consider the independence of the internal audit function and approve the appointment, transfer, or dismissal of the head of the internal audit department or other personnel responsible for internal audit activities.

(7) Consider and approve the annual budget, staffing levels, and resources required for the internal audit department to perform its duties.

(8) Meet with the head of the internal audit department at least once a year to discuss important issues, without the presence of management.

(9) Review the company's compliance with securities laws, the regulations, and announcements of the Stock Exchange of Thailand (SET), as well as other applicable laws that affect the company and/or its business.

(10) Consider, select, and recommend an independent person to serve as the company's external auditor and propose their remuneration. Also, meet with the external auditors at least once a year, without the presence of management.

(11) Review and provide opinions on related-party transactions or transactions that may have a conflict of interest, ensuring they comply with securities laws, regulations, and announcements from the SET and/or relevant laws that apply to the company and its business. This is to ensure that the transactions are reasonable and beneficial to the company.

(12) Prepare a report from the Audit Committee to be submitted to the Board of Directors, which will be included in the company's annual report. The report must be signed by the Audit Committee's Chairperson and include at least the following information:

- (a) Opinion on the accuracy, completeness, and reliability of the company's financial reports.
- (b) Opinion on the adequacy of the company's internal control systems.
- (c) Opinion on compliance with securities laws, the regulations and announcements of the Stock Exchange of Thailand (SET), and other relevant laws that apply to the company and/or its business.
- (d) Opinion on the suitability of the external auditor.
- (e) Opinion on transactions that may involve a conflict of interest.
- (f) Number of Audit Committee meetings held and attendance of each Audit Committee member.
- (g) General comments or observations received by the Audit Committee during its duties in accordance with the charter.
- (h) Any other matters that the shareholders of the company and general investors should be informed of under the authority, duties, and responsibilities assigned by the Board of Directors.

(13) The Audit Committee has the authority to hire or bring in specialized experts to assist with audits. The company is responsible for the associated costs.

(14) If any of the following issues are found or there is reasonable doubt that they may have a significant impact on the financial position and operating results of the company, the Audit Committee must report them to the Board of Directors for corrective action within the time the Audit Committee deems appropriate

- (a) Transactions involving conflicts of interest.
- (b) Fraud, irregularities, or significant deficiencies in the internal control system.
- (c) Violations of securities laws, the regulations and announcements of the Stock Exchange of Thailand, or other relevant laws that apply to the company and/or its business.

If the Board of Directors fails to take corrective action within the specified time, any member of the Audit Committee may report the matter to the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET).

(15) The Audit Committee is responsible for receiving complaints and tips regarding misconduct, fraud, or non-compliance with laws, regulations, and the company's business ethics policy. It will oversee the fact-finding process and consider appropriate penalties independently and fairly, in accordance with policies set by the Board of Directors.

(16) Review, assess, and provide opinions on the policies and reports related to good corporate governance, sustainability management, and anti-corruption measures.

(17) The Audit Committee has the authority to summon and instruct the management, heads of departments, or relevant staff members to provide opinions, attend meetings, or submit documents deemed necessary. The Audit Committee may also seek independent opinions from other professional consultants when deemed necessary, with costs covered by the company.

(18) Review and amend the Audit Committee Charter to align with current circumstances, and propose it for approval by the Board of Directors at least once a year.

(19) Assess and review the performance of the past year and prepare an annual report on the committee's activities, which will be submitted to the Board of Directors for review.

(20) Perform any other duties as assigned by the Board of Directors or as defined by the policies established by the Board of Directors.

In cases of the appointment or change of duties of the Audit Committee members, the company must disclose the resolution of such appointments, the scope of duties, or changes in duties to the Stock Exchange of Thailand within three (3) business days from the appointment or change.

6. Meetings

(1) The Audit Committee shall meet at least four (4) times per year, in line with the financial reporting period. The Chairman of the Audit Committee may call a special meeting if requested by any member of the Audit Committee, the Internal Auditor, the External Auditor, or the Chairman of the Board to discuss urgent issues requiring collective consideration.

(2) To convene a meeting of the Audit Committee, the Chairman of the Audit Committee or the designated person must send a meeting notice along with the agenda and related documents to all committee members at least three (3) days before the meeting date, using electronic means if necessary. This is to ensure members have adequate time to review the information, unless there is an urgent issue that requires faster notification to protect the company's rights or interests.

(3) The meetings of the Audit Committee may be conducted via electronic media. Such meetings must comply with relevant laws, regulations, announcements, or standards.

7. Quorum and Voting

(1) A quorum for the Audit Committee meeting requires the presence of at least half of the total members of the committee. If the Chairman is absent or unable to perform duties, the members present will elect one of them to chair the meeting.

(2) Decisions made in the meeting shall be based on a majority vote.

(3) Each Audit Committee member has one (1) vote. However, members with a conflict of interest in the matter being discussed shall not vote on that matter. If there is a tie in the voting, the Chairman of the meeting will cast the deciding vote.

(4) The Chairman of the Audit Committee or the person designated by the Chairman is responsible for reporting the meeting's results to the next Board of Directors meeting for acknowledgment.

This Charter of the Audit Committee shall be effective from 17 August 2022, onward.