

Audit Committee's Charter
Super Turtle Public Company Limited

1. Objectives

The Audit Committee of Super Turtle Public Company Limited (the “**Company**”) was appointed by the Board of Directors with the key responsibility to review the accountability of the financial statements and the efficiency of internal audit system and internal control system to ensure that the Company’s business operations are carried out lawfully and in accordance with the Company’s articles of association and policies. This Audit Committee’s Charter (the “**Charter**”) was then created to outline (a) composition, qualification, and office term of the Audit Committee, (b) roles, duties and responsibilities of the Audit Committee, (c) rules of the Audit Committee’s meeting, (d) reporting by the Audit Committee, and (e) review of the Charter.

2. Composition, Qualification and Office Term

- 2.1 The Audit Committee shall consist of at least 3 independent directors, which at least 1 member must be knowledgeable and experienced in reviewing the accountability of financial statements. The Chairman and members of the Audit Committee shall be appointed by the Board of Directors or the shareholders’ meeting of the Company.
- 2.2 Apart from the qualifications of director and independent director, a member of the Audit Committee must possess the additional qualifications as required by laws.
- 2.3 Office term of a member of the Audit Committee shall be in line with the term of directorship. Members of the Audit Committee who vacate the office upon completion of their term shall be eligible for re-election. In case there are members of the Audit Committee vacate the office due to reason other than the term completion, the Board of Directors shall appoint a fully qualified person to be a member of the Audit Committee to ensure that the number of members of the Audit Committee is perfect as stipulated by the laws.
- 2.4 Unless otherwise determined by the Audit Committee, the head of internal audit unit shall act as the Secretary to the Audit Committee to assist the Audit Committee in performing its duties and to prepare the minutes of the Audit Committee’s meetings.

3. Roles, Duties and Responsibilities

- 3.1 To review that the Company accurately provides quarter and annual financial reports and discloses the Company’s information adequately before proposing to the Board of Directors
- 3.2 To review that the Company’s internal control system and internal audit system are appropriate, adequate and efficient; to consider the independence of the internal audit unit; and to approve the appointment, transfer and dismissal of the head of internal audit unit or the head of any other units in charge of internal audit
- 3.3 To review that the Company’s risk assessment system and management are appropriate, adequate and efficient
- 3.4 To review that the Company complies with the securities and exchange laws, the regulations of the Stock Exchange of Thailand and other laws relevant to the Company’s businesses
- 3.5 To consider, select, propose to appoint or dismiss an independent person(s) as a financial auditor(s) of the Company; to determine its remuneration; to coordinate with the financial auditor(s) about the purpose of auditing, scope, guideline, plan, problem faced during auditing

and issue that is considered significant by the financial auditor(s); and to attend a meeting with the financial auditor(s) without the management at least once a year

- 3.6 To consider connected transactions or transactions that may lead to a conflict of interest to ensure that they are correct, complete and in compliance with the laws and regulations of the Stock Exchange of Thailand, including disclosing the complete information of transactions and they are reasonable and for the best interest of the Company
- 3.7 To review the correctness of all reference documents and self-evaluation tool for countering bribery under the Thailand's Private Sector Collective Action Coalition Against Corruption
- 3.8 To prepare an Audit Committee's report executed by the Chairman of the Audit Committee which must contain the following information and to disclose the same in the Company's annual report
 - an opinion on the accuracy, completeness and trustworthiness of the Company's financial reports;
 - an opinion on the adequacy of the Company's internal control system;
 - an opinion on the Company's risk management system;
 - an opinion on the compliance with the securities and exchange laws, the regulations of the Stock Exchange of Thailand or the laws relevant to the Company's businesses;
 - an opinion on the suitability of the financial auditor(s);
 - an opinion on the transactions that may lead to a conflict of interest;
 - the number of the Audit Committee's meetings and the attendance of each committee member;
 - an opinion or overall observation of the Audit Committee from performing its duties under the Charter of the Audit Committee; and
 - other matters which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors pertaining to the scope of duties and responsibilities assigned by the Board of Directors
- 3.9 To request the management, executives, or employees of the Company to give their opinions, attend meetings, or submit any relevant and necessary documents in performing the duties under the scope of duties and responsibilities of the Audit Committee
- 3.10 To undertake any actions assigned by the Board of Directors subject to the Audit Committee's approval

4. Rules of the Meeting

- 4.1 The Audit Committee shall convene at least 4 meetings per each year. The Company shall inform all members of the Audit Committee of an annual meeting schedule in advance to facilitate them in the allocation of their time to attend the meetings. The additional meeting(s) may be held as necessary and appropriate.
- 4.2 The Secretary to the Audit Committee shall send an invitation to the members of the Audit Committee at least 7 days prior to the meeting date, unless in the case of urgency to preserve the Company's interests the meeting appointment may be notified by other means and the meeting date may be set earlier.

- 4.3 At least a half of total members of the Audit Committee must present at a meeting to constitute a quorum.
- 4.4 The Chairman of the Audit Committee shall be an approver for the meeting agenda and act as the Chairman of the meeting. In case the Chairman of the Audit Committee is absent from a meeting or unable to perform his/her duties, other members of the Audit Committee presenting at the meeting shall elect one member among themselves to preside over such meeting as the Chairman of the meeting.
- 4.5 A resolution of the Audit Committee's meeting shall be passed by a majority vote, whereby each member shall have one vote. In case of tie vote, the Chairman of the meeting shall have a casting vote. Any member of the Audit Committee having conflict of interest on a matter considering shall not be entitled to participate the meeting and vote on the matter.
- 4.6 The Audit Committee may invite any executive(s) and/or related person(s) to attend the meeting as it deems appropriate.

5. Reporting

The Audit Committee, by its Chairman, shall regularly report the conclusion from its meeting to the Board of Directors.

6. Review of the Charter

The Audit Committee shall regularly review this Charter at least once a year or whenever there is significant change.

This Charter was reviewed and approved by the Board of Directors' Meeting No. 5/2023 on 8 November 2023. It shall be effective from 8 November 2023.

- Signature -

Mr. Chaiwat Atsawintarangkun
Chairman of the Board of Directors
Super Turtle Public Company Limited