

Audit Committee Charter



VGI Public Company Limited

Completed March 20, 2017

Reviewed March 20, 2026

Preface

The Audit Committee is appointed by resolution meeting of the Board of Directors. The Committee is overseeing the company's compliance with the principles of good corporate governance as confidence to the investors, its shareholders and all other stakeholders.

The Audit Committee Charter prepared to determine for the structure of the Audit Committee, the Audit Committee meeting, qualifications of the member of the Audit Committee and authorities duties and responsibilities of the Audit Committee as assigned by the Board of Directors.

Structure of the Audit Committee

1. The Board of Directors appoints the Audit Committee.
2. The Audit Committee shall consist of at least three members who are Independent Directors, one member serves as the Chairman of Audit Committee. The term of position of member of Audit Committee shall be three years.
3. Head of internal Audit Unit has been appointed as the Secretary to the Audit Committee.

The Audit Committee Meeting

1. The Audit Committee should have regular meeting at least four times a year or more than upon the Audit Committee will be held appropriate.
2. A quorum of the Audit Committee meeting is 2/3 of the total number of the Audit Committee member.
3. The Secretary of the Audit Committee or another assigned individual is responsible for recording the minutes of the meeting.

Qualifications of the Members of the Audit Committee

1. All members of the Audit Committee must be having the qualifications of the Independent Directors must be in line with SEC's rules.
2. Having been appointed by the Board of Directors to act as Audit Committee member.
3. Not currently the director authorized by the board to make administrative decisions of the company, parent company, subsidiary, same-level subsidiary, major shareholders or controlling persons.
4. Not currently the director of the parent company, subsidiary or same-level subsidiary of listed companies.
5. Having sufficient knowledge and experience to perform the duty of audit committee. There must be at least one audit committee member, who is adequate knowledgeable and experienced to review the reliability of financial reporting.
6. Having full and proper qualifications in accordance with the laws and regulations of the regulators.

Authorities Duties and Responsibilities

1. To review the Company's financial reporting process to ensure that it is accurate, in accordance with the generally accepted accounting principles, and adequately disclosed.
2. To review that the Company's governance, risk management and internal control system in addition internal audit systems to ensure their appropriateness and efficiency.
3. To review the Company's compliance with the Securities and Exchange Act (the "SEC Act"), the SET's regulations and the laws relating to the Company's business.
4. To consider Related Party Transactions, or the transactions which may lead to conflicts of interests, to ensure that those transactions are in compliance with the laws and regulations of the Stock Exchange of Thailand and are justifiable with the utmost benefits of the Company.
5. To consider, select, nominate and dismissal independent people to be the Company's external auditor, and to propose such person's remuneration and terms of engagement, as well as to attend a non-management meeting with the external auditor at least once a year.
6. To appoint an independent counsel who has been expertise or other people by the expense of the company for advice as well as assistance to the Audit Committee.
7. The Audit Committee is responsible for reviewing the internal control cover Fraud and Anti-Corruption of the company are as follows:
 - 7.1 To review the internal audit plan of the Internal Audit Unit to determine if the internal controls cover the implementation of Fraud and Anti-Corruption and other related policies which may lead to fraudulent of business practices.
 - 7.2 To review the authenticity of the reference documents and the self-assessments of anti-corruption measures under the Thailand's Private Sector Collective Action Coalition against corruption.
 - 7.3 To acknowledge reports of fraudulent such as general periodic reporting of fraud to provide detailed information on general-level fraudulent issues, serious fraudulent report, the report of the investigations and penalties.
 - 7.4 To consult with the external auditor in the event of significant fraud.

8. During the course of audit by the Audit Committee Members, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the company's financial conditions and operating results, the Audit Committee shall report such matter to the Board of Directors for a rectification within the time frame that the Audit Committee deems appropriate:

- (1) a transaction which causes a conflict of interest.
- (2) any fraud, irregularity, or material error in the internal control systems.
- (3) an infringement of the regulations of the Securities and Exchange Commission regulations, and the Stock Exchange of Thailand, or any regulations relevant to the Company's businesses.

If the Board of Directors or Executives fail to make a rectification within the period that the Audit Committee deems appropriate, any member of the Audit Committee may report such transaction or act to the Office of the Securities and Exchange Commissions or the Stock Exchange of Thailand.

- 9. To review and approve the internal audit charter with the Head of Internal Audit Department annually.
- 10. To approve the internal audit plan at least annually and when there are significant changes in the interim internal audit plan.
- 11. To review and approve plan for an external quality assessment and/or internal assessments with the Head of Internal Audit Department.
- 12. To review the adequacy of budget, personnel and independence of the Internal Audit Department as well as approve, an appointment, transfer and dismissal of the Head of Internal Audit Department, or any other unit in charge of an internal audit.
- 13. To support the Internal Audit Department to enable access the data, record, information, personnel, and physical properties necessary to fulfill the internal audit mandate.
- 14. To prepare an Audit Committee's report and disclose it in the company's annual report.
The report must be signed by Chairman of the Audit Committee and consist of at least following Information:

- 14.1 An opinion on the accuracy, adequacy, and creditability of the company's financial reports,
 - 14.2 An opinion on the adequacy of the company's internal control system,
 - 14.3 An opinion on compliance with the SEC Act, SET's rules and regulations, or the laws relating to the Company's business,
 - 14.4 An opinion on the suitability of the auditor,
 - 14.5 An opinion on transactions that may lead to conflicts of interest,
 - 14.6 The number of the audit committee meetings, and attendance of such meetings by each audit committee member,
 - 14.7 An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter,
 - 14.8 Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of the duties and responsibilities assigned by the Board of Directors.
15. To review and update the Audit Committee Charter and present it to the Board of Directors for consideration and approval.
 16. To review the performance of the Audit Committee for the past year at least once a year and report to the Board of Directors.
 17. To annually evaluate the performance of the Audit Committee in the form of a whole committee and individually for used as a framework for reviewing the performance of the Audit Committee.
 18. To perform any other duties as assigns by the Board of Directors with an agree of the Audit Committee.

The Audit Committee Charter become effective by the resolution's the Board of Directions on No. 2/2026 dated March 20, 2026

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(KEEREE KANJANAPAS)

Chairman of the Board of Directors