Audit Committee Charter

ASTRA ENTERPRISE Public Company Limited

Revised Version

According to the Board of Directors Meeting Resolution No. 11/2025 on September 1, 2025

Audit Committee Charter

1. Objectives

To define the scope of authority and duties of the Audit Committee, which is a key mechanism for governance and checking the accuracy of the company's business operations, including the quality and reliability of the accounting system, to provide confidence to stakeholders that the company's operations comply with good corporate governance principles and maintain an effective internal control system without conflicts of interest. In addition, the Audit Committee is responsible for reviewing the company's financial reports with the auditor to ensure that the reports are reliable and disclose information completely and correctly in accordance with relevant standards and regulations.

2. Composition

2.1 The Audit Committee consists of no less than one-third of the total number of directors, but must be at least 3 persons, whereby all audit committee members must be independent directors.

2.2 At least 1 member of the Audit Committee must be a person with sufficient knowledge and experience in accounting or finance to be able to perform the duty of reviewing the reliability of the financial statements.

2.3 The Board of Directors appoints the Chairman of the Audit Committee or assigns the Audit Committee to select one member to be the Chairman.

2.4 The Audit Committee appoints a Secretary to the Audit Committee to assist in operations related to calling meetings, preparing agendas, distributing meeting documents, and keeping minutes.

3. Qualifications

3.1 Possess full qualifications according to the independent director qualifications defined by the Securities and Exchange Commission (SEC).

3.2 Not be a director assigned by the Board of Directors to make decisions on the operations of the company, parent company, subsidiary, associate, same-level subsidiary, major shareholder, or controlling person.

3.3 Not be a director of the parent company, subsidiary, or same-level subsidiary, specifically those that are listed companies.

3.4 Have sufficient knowledge and experience to perform duties as an audit committee member and be able to perform duties, express opinions, or report performance as assigned independently, without being under the control of management, major shareholders, or controlling persons, including related persons or close relatives of such persons, and have no other characteristics that prevent independent expression of opinion. At least one member must have sufficient knowledge and experience in reviewing the reliability of financial statements.

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3.5 Be a director in no more than 5 other listed companies to ensure sufficient time can be dedicated to performing duties as an audit committee member.

4. Appointment, Term of Office, and Retirement

4.1 **Appointment**

1) The Board of Directors or the Shareholders' Meeting appoints independent directors as members of the Audit Committee.

2) When an audit committee member completes their term or there is a reason they cannot remain until the end of the term, resulting in fewer than 3 members, the Board of Directors will appoint a fully qualified person to replace them within 3 months of the date the count became incomplete to ensure continuity in operations.

Upon appointment, the company will submit the notification of names and scope of work and the certification of the audit committee's history to the Stock Exchange of Thailand.

4.2 **Term of Office**

1) Audit committee members have a term of office corresponding to their term as a company director.

2) Members who retire by rotation may be re-appointed as the Board of Directors deems appropriate.

3) Members who retire by rotation shall remain in office to perform duties until a replacement is appointed.

4.3 **Retirement from Office**

1) Members will retire upon completion of the term, retirement from the Board of Directors, resignation, loss of qualifications under this charter or law, or if the Board of Directors resolves for their removal.

2) In case of resignation before the term ends, the member must notify the Board of Directors with reasons, preferably 1 month in advance, so a replacement can be considered.

3) If a member resigns or is removed before the term ends, the company will notify the Stock Exchange of Thailand immediately. The member may also clarify the reasons to the Exchange.

4) If the entire committee retires, the committee must remain in office to continue operations until a new set of committee members takes office.

5. Scope of Authority and Responsibilities

5.1 Prepare the Audit Committee Charter consistent with the scope of responsibilities, subject to Board approval, and review its suitability at least once a year.

5.2 Review financial reporting for accuracy and adequacy by coordinating with auditors and management, and ensure appropriate risk management systems are in place, including screening risk management reports.

5.3 Consider, select, and propose the appointment of independent persons as auditors and propose their remuneration, review the audit scope and plan, and meet with auditors without management at least once a year.

5.4 Consider the independence of internal auditors, approve their appointment, transfer, or termination, determine remuneration, and approve and review the Internal Audit Charter, plan, budget, and performance evaluation.

5.5 Review the suitability and effectiveness of the internal control system.

5.6 Review the suitability and effectiveness of the risk management system.

5.7 Review and discuss with management significant risks and measures taken to monitor and control such risks.

5.8 Review compliance with securities and exchange laws, Stock Exchange of Thailand regulations, or business-related laws.

5.9 Review compliance with good corporate governance principles and recommendations for improvement.

5.10 Support and implement policies for handling complaints and whistleblowing regarding wrongdoing, corruption, or non-compliance, and supervise investigations independently and promptly.

5.11 Consider audit results and recommendations from auditors and internal auditors, propose management improvements, and follow up on actions.

5.12 Consider related party transactions or transactions with potential conflicts of interest, ensuring they comply with laws and regulations, are reasonable, and provide maximum benefit to the company.

5.13 Inspect, investigate, and request information from relevant units, with the authority to hire specialized experts for assistance.

5.14 The committee can communicate directly with auditors, internal auditors, and management.

5.15 Perform other actions as assigned by the Board of Directors with the committee's consent.

5.16 Monitor the use of raised funds according to disclosed objectives by receiving reports from the Executive Committee.

6. Reporting of the Audit Committee

6.1 The committee must report performance results to the Board of Directors for acknowledgment and consideration at least once a quarter.

6.2 Prepare an operations report disclosed in the company's annual report, signed by the Chairman, including at least the following information:

1) Opinion on the accuracy, completeness, and reliability of the company's financial reports.

2) Opinion on the adequacy of the internal control system and suitability of internal auditors.

3) Opinion on compliance with securities and exchange laws or business-related laws.

4) Opinion on the suitability of the auditor.

5) Opinion on transactions with potential conflicts of interest.

6) Names of Audit Committee members.

7) Number of meetings and attendance of each member.

8) Overall comments or observations from performing duties according to the charter.

9) Other items that shareholders and investors should know under the scope of duties.

6.3 If any transaction or action is found or suspected to have a significant impact on financial status and operations, the committee shall report to the Board for rectification within the deemed time.

1) Conflict of interest transactions.

2) Fraud or significant defects in internal control.

3) Violation of securities laws or business-related laws.

If the Board or management fails to rectify within time, any committee member may report such findings to the SEC or Stock Exchange.

6.4 Report preliminary audit results to the SEC and auditor within 30 days of notification if suspicious behavior of directors or management is found regarding legal violations.

7. Meetings and Voting

7.1 **Meetings**

1) The committee must meet at least 4 times a year and has the power to call additional meetings as necessary.

2) The Chairman or designee sends the notice specifying date, time, and agenda to all members at least 3 days in advance, except in urgent cases.

3) At least two-thirds of the members must be present to constitute a quorum. Electronic meetings are allowed. For financial statement consideration, members with expertise must attend.

4) The committee may invite management, auditors, or experts to participate as necessary.

5) The committee should meet privately with auditors at least once a year without management.

7.2 **Voting**

1) Each member has one vote.

2) Decisions are made by majority vote. In case of a tie, the Chairman has a casting vote.

3) Members with interests in a matter shall refrain from voting on that matter.

7.3 **Meeting Minutes**

1) The Secretary or designee records minutes and sends them for consideration within 7 days.

2) The committee must report results to the Board after every meeting.

8. Maintaining Quality of the Audit Committee

8.1 Members should receive continuous and regular training related to their duties.

8.2 The committee should evaluate its own performance at least once a year and report results to the Board.

9. Effective Date

September 1, 2025

(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors