

# TANACHIRA

## Audit Committee Charter

### Tanachira Retail Corporation Public Company Limited ("the Company")

#### 1. Objectives

The Audit Committee is appointed by the Board of Directors and serves as a key mechanism in promoting good corporate governance. Its primary role is to assist the Board in overseeing the integrity and reliability of the accounting system, internal audit system, internal control system, and the financial reporting process of the Company and its subsidiaries.

#### 2. Composition of the Audit Committee

The Audit Committee shall consist of at least three members appointed by the Board of Directors. Each member must be an independent director who is able to exercise their judgment independently. At least one member must possess sufficient knowledge and experience to review the reliability of financial statements. The Audit Committee is authorized to directly communicate with external auditors, internal auditors, and the management of the Company and its subsidiaries.

The Audit Committee or the Board of Directors shall appoint one member of the Audit Committee to serve as the Chairman of the Audit Committee.

The Audit Committee shall also appoint the Head of Internal Audit as the Secretary to the Audit Committee. The Secretary is responsible for supporting the operations of the Audit Committee, including meeting arrangements and other tasks as assigned by the Audit Committee.

#### 3. Qualifications of Individuals Appointed as Audit Committee Members

Individuals appointed as Audit Committee members must possess the following qualifications:

- 3.1 Have the qualifications and not possess any prohibited characteristics as prescribed by relevant laws, especially the Public Limited Companies Act and the Securities and Exchange Act.
- 3.2 Serve as a director and an independent director of the Company.
- 3.3 Hold no more than 1% of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, including the shareholding of related persons of such director.
- 3.4 Must not be, or have ever been, an executive director, employee, staff member, salaried advisor, or person with control over the Company, parent company, subsidiaries, associated companies, same-tier subsidiaries, major shareholders, or controlling persons of the Company, unless having

# TANACHIRA

left such position for at least two years prior to the filing of the application to the Office of the Securities and Exchange Commission (the “SEC”) (in the case of Audit Committee members appointed before the filing date) or the appointment date as an Audit Committee member (for those appointed after the filing date), as the case may be. This restriction does not apply to individuals who were previously government officers or advisors to government agencies that are major shareholders or controlling persons of the Company.

- 3.5 Must not have a blood or legal relationship such as being a parent, spouse, sibling, child, or spouse of a child of another director, executive, major shareholder, controlling person, or a person being proposed as a director, executive, or controlling person of the Company or its subsidiaries.
- 3.6 Must not have or have had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company that may interfere with independent judgment. This includes being a significant shareholder or a person with control over a party having a business relationship with such entities, unless the relationship has ended for not less than two years before the SEC filing or the appointment date, as the case may be.

Business relationships include commercial transactions conducted in the ordinary course of business, such as rental or lease of property, transactions involving assets or services, or provision/ receipt of financial assistance, including loans, guarantees, collateral, or similar arrangements where the resulting obligations are equivalent to 3% of the Company's net tangible assets or 20 million baht, whichever is lower. Such calculation must follow the methodology used for connected transactions under the Capital Market Supervisory Board's notification. The total obligation shall include any incurred within one year prior to the date of establishing the business relationship.

- 3.7 Must not be, or have ever been, an auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons, and must not be a significant shareholder, controlling person, or partner of an audit firm that has any such entity as a client, unless the relationship ended at least two years before the SEC filing or appointment date.
- 3.8 Must not be, or have ever been, a professional service provider, including legal or financial advisors, who receives annual fees exceeding 2 million baht from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons. Also, must not be a significant shareholder, controlling person, or partner of such a professional service provider, unless this relationship ended not less than two years prior to the SEC filing or appointment date.

# TANACHIRA

- 3.9 Must not be appointed as a director to represent the Company's directors, major shareholders, or any shareholder who is related to the major shareholders.
- 3.10 Must not engage in business that is of the same nature and in significant competition with the business of the Company or its subsidiaries, and must not be a significant partner in a partnership, or a director involved in management, employee, staff member, salaried advisor, or shareholder holding more than 1% of the total voting shares in another company that engages in a business of the same nature and in significant competition with the Company or its subsidiaries.
- 3.11 Must not have any other characteristics that would prevent the person from providing independent opinions regarding the Company's operations.
- 3.12 Must not be a director who has been assigned by the Board of Directors to make decisions on business operations of the Company, parent company, subsidiaries, associated companies, same-tier subsidiaries, major shareholders, or controlling persons of the Company.
- 3.13 Must not be a director of a parent company, subsidiaries, or same-tier subsidiaries that are listed companies.

Additionally, at least one Audit Committee member must have sufficient knowledge and experience to review the reliability of financial statements. The Company may also consider other qualifications, such as industry experience, relevant professional expertise, and ethical standards.

## 4. Appointment and Term of Office of the Audit Committee

- 4.1 Members of the Audit Committee shall serve a term of three years, starting from the date of their appointment or in accordance with their term as a director of the Company. A member who completes their term may be reappointed.
- 4.2 In addition to completing a term, a member of the Audit Committee shall vacate office upon:
  - (1) Death
  - (2) Resignation
  - (3) Loss of qualifications as required under applicable laws, particularly the Public Limited Companies Act and the Securities and Exchange Act
  - (4) Removal from office
- 4.3 If a position on the Audit Committee becomes vacant for reasons other than the completion of the term, and the remaining term is not less than three months, the Board of Directors shall appoint a qualified individual to fill the vacancy within three months from the date the position becomes

# TANACHIRA

vacant, so that the Audit Committee continues to meet the requirements of applicable laws or regulations. The newly appointed member shall serve for the remainder of the predecessor's term.

## 5. Authorities, Duties, and Responsibilities

- 5.1 Review the financial reporting of the Company and its subsidiaries to ensure accuracy, completeness, and compliance with financial reporting standards. This shall be conducted through coordination with the external auditor and management responsible for preparing quarterly and annual financial statements. The Audit Committee may recommend that the auditor review or audit any matters deemed necessary or important.
- 5.2 Review the Company's and subsidiaries' internal control system and internal audit system to ensure they are appropriate, sufficient, and effective.
- 5.3 Appoint the head of the internal audit unit, taking into account the necessary qualifications, experience, and competencies and consider the independence of the internal audit unit and approve the appointment, transfer, or termination of the head of internal audit or any other unit responsible for internal audit, including any external parties engaged to review internal controls.
- 5.4 Have the authority to access all levels of company information, and to summon executives, management, supervisors, employees, or related persons for clarification or submission of relevant information, within the scope of authority assigned by the Board of Directors.
- 5.5 Has the authority to determine the type of information and the frequency with which the head of the internal audit unit must report to senior management and the audit committee.
- 5.6 Review and approve the manpower and resources required by the internal audit department; approve the annual audit plan; consider and approve any significant revisions; and oversee the internal audit department to ensure compliance with the approved plan and international internal auditing standards. The Audit Committee shall also evaluate audit performance annually and meet with the Chief Audit Executive at least once a year to discuss significant issues in a meeting held without the presence of management.
- 5.7 Ensure the Company complies with the Securities and Exchange Act, regulations of the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), and other applicable laws, [to take effect after the Company becomes a listed entity on the SET].
- 5.8 Consider, select, and nominate an independent person to serve as the Company's external auditor, and recommend their remuneration. The Audit Committee shall also hold a meeting with the external auditor without management present at least once a year.

# TANACHIRA

- 5.9 Review connected transactions or transactions that may involve conflicts of interest, including acquisitions or disposals of the Company's or subsidiaries' assets, to ensure accuracy, completeness, legality, and compliance with SET and SEC regulations, and to ensure such transactions are reasonable and in the best interest of the Company and its shareholders. [To take effect after the Company becomes a listed entity on the SET.]
- 5.10 Prepare and disclose the Audit Committee's oversight report in the Company's annual report, signed by the Chairman of the Audit Committee, and containing information as required by law.
- 5.11 Review and monitor the Company's risk management efforts by management and/or relevant departments.
- 5.12 Review and recommend amendments to the Audit Committee Charter as appropriate, at least once per year.
- 5.13 Review and approve the Internal Audit Charter annually, and jointly define the scope of internal audit activities with any external parties hired to assess internal control systems, if any.
- 5.14 Review and summarize past year's performance into a report and present it to the Board of Directors at least once a year.
- 5.15 Engage independent professional advisors to provide opinions or recommendations within the scope of duties and responsibilities, when appropriate and necessary, at the Company's expense.
- 5.16 Perform any other duties as assigned by the Board of Directors with the Audit Committee's consent.

The Board of Directors has the authority to amend or revise the definitions and qualifications of the Audit Committee as well as the Audit Committee Charter to ensure alignment with their responsibilities under the rules and regulations of the SEC, SET, the Capital Market Supervisory Board, and/or other applicable laws.

## 6. Meetings

- 6.1 The Audit Committee shall meet at least four times a year in line with the financial reporting periods and may convene additional meetings as necessary.
- 6.2 The Chairperson of the Audit Committee or the Audit Committee Secretary, as assigned, shall send a notice of the meeting to the Audit Committee members no less than three (3) days prior to the meeting date. However, in urgent cases where it is necessary to preserve the rights or interests of the Company, meetings may be convened using other methods and with shorter notice.
- 6.3 Meeting agendas shall be clearly set in advance, and relevant documents shall be sent to the Audit Committee members and attendees prior to the meeting to allow sufficient time for review or for requesting additional supporting information.

# TANACHIRA

- 6.4 The meeting documents must specify the names of all participants. Any Audit Committee member with a conflict of interest in any agenda item must not attend the meeting or vote on that item.
- 6.5 The Audit Committee may invite individuals such as the Chief Executive Officer, Managing Director, Deputy Managing Directors, Division Heads, Head of Internal Audit, and External Auditors to attend the meeting as appropriate. The Committee may also hold separate meetings with any of the above if specific matters require dedicated discussion.
- 6.6 The Chairperson of the Audit Committee may call a special meeting if requested by any Audit Committee member, the internal auditor, the external auditor, or the Chairman of the Board, to address any urgent issues.

## 7. Quorum and Voting

- 7.1 A quorum for an Audit Committee meeting shall require the attendance of more than half of the total members. If the Chairperson is absent or unable to perform their duties, the attending members shall elect one member to chair the meeting.
- 7.2 All Audit Committee members should attend every meeting.
- 7.3 Each Audit Committee member has one vote. Any member with a conflict of interest in a matter being considered shall not participate in the discussion or vote on that matter. Resolutions shall be passed by a majority vote. In the case of a tie, the Chairperson of the meeting shall cast a deciding vote.
- 7.4 The Audit Committee Secretary does not have voting rights.

## 8. Reporting by the Audit Committee

- 8.1 The Audit Committee must prepare a report signed by the Chairperson of the Audit Committee and disclose it in the Company's Annual Report.
- 8.2 The Audit Committee must report its performance to the Board of Directors at least quarterly.
- 8.3 While performing its duties, if the Audit Committee finds or suspects any of the following matters that may significantly affect the financial position or performance of the Company or its subsidiaries, it must report the issue to the Board of Directors for corrective action within a period deemed appropriate by the Committee:
  - (1) Transactions with conflicts of interest
  - (2) Fraud, irregularities, or significant deficiencies in the internal control system

# TANACHIRA

(3) Violations of the Securities and Exchange Act, SET regulations, the Capital Market Supervisory Board's regulations, or other laws related to the Company's business

If the Audit Committee finds that the Board of Directors or management fails to take corrective action without reasonable cause, any Audit Committee member may report the issue to the SEC or the Stock Exchange of Thailand.

8.4 The Audit Committee shall report to shareholders regarding its activities during the year, in accordance with the duties and responsibilities assigned by the Board of Directors. The report must be signed by the Chairperson of the Audit Committee and disclosed in the Annual Report.

## 9. Performance Evaluation

The performance of the Audit Committee may be evaluated through a self-assessment method, both at the collective and individual levels. The results of such evaluations shall be reported to the Board of Directors annually.

This Audit Committee Charter has been considered and approved by resolution of the Board of Directors' Meeting No. 5/2025 on 13 November 2025, which is effective from 14 November 2025.



(Mr. Kittipol Pramoj Na Ayudhya)

Chairman of the Board of Directors

Tanachira Retail Corporation Public Company Limited