

## Thai Optical Group Public Company Limited Audit Committee Charter

### 1. Objectives

- 1.1 The Board of Directors established the Audit Committee, consisted with independent directors, as a good mechanism for the Company's good corporate governance.
- 1.2 To encourage work performance of each sector efficiently, lawful, and conforming with performance discipline, as well as ethic standards. The Company's business is managed appropriately, efficiently, fairly, and transparently.
- 1.3 To encourage the Company to have high-quality financial reports with full and correct disclosure with the standards and regulations in order to create the confidentiality and reliability to investors and stakeholders.
- 1.4 To oversee, monitor, and review the risk management framework and the implementation of anti-corruption policy guidelines, ensuring that such frameworks and practices are effectively and efficiently executed across the organisation, and are continuously reviewed and enhanced to remain appropriate and fit for purpose.

### 2. Components of the Audit Committee

- 2.1 The Audit Committee has to be the Company's Director.
- 2.2 The Audit Committee comprises of 3 independent directors. At least 1 member of the Audit Committee must have knowledge or experience in accounting or finance and sequent knowledge of factors concerning to changes in financial reports.
- 2.3 The Company's Internal Audit Manager was appointed as the secretary of the Audit Committee.

### 3. Qualifications of the Audit Committee

- 3.1 Have qualifications in accordance with the related law, especially the Securities and Exchange Act and regulations of the Stock Exchange of Thailand.
- 3.2 Not hold more than 0.5 percent of paid-in capital of the Company, Subsidiary Company, the Associated Company, or Affiliates Company. Shares that held by relatives or related persons are also included.
- 3.3 Not be involved in the management of the Company, the Subsidiary Company, the Associated Company, the Affiliates Company or major shareholders. He/She must not be the Company's employees or consultants who receive salary from the Company, the Subsidiary and related companies or the major shareholder. Plus, they must not be the authorized person in the Company dating back two years before appointment to be members of the Audit Committee of the Company.
- 3.4 Have no directly or indirectly benefits or gain and loss from the Company's finance and management, the Company, the Subsidiary Company, the Associated Company, the Affiliates Company or major shareholders in two years before his/her appointment, except on the condition that those benefits or gain and loss are considered by the Board of Directors that no effect on the Audit Committee's work and opinions.
- 3.5 Not be a related person or a relative of the Company's executives or major shareholders.
- 3.6 Not be appointed as representatives to protect benefits of the Company's Directors, major shareholders, and other shareholders who are related to the majority shareholders.
- 3.7 Be able to perform their duties and report on the performance which assigned by the Board of Directors independently. He/She must not be under the control of the Company's executives, major shareholders, and their relatives.

#### 4. Appointment, Term in Position, and Termination

##### 4.1 Appointment of the Audit Committee

- The Company's Board of Directors is in charge of appointing independent directors to be members of the Audit Committee
- The Audit Committee is in charge of choosing a representative to be a chairman of the Audit Committee.

The Company will report the appointment of the Audit Committee to the Stock Exchange of Thailand within 3 days after the appointment by the Board of Directors and will report changes of the Audit Committee to the Stock Exchange of Thailand conforming to the Stock Exchange of Thailand's regulation concerning reporting through the electronic system.

##### 4.2 Term in position

- Member of the Audit Committee has a 3-year-term in position and is in accordance with the term of the Company's Director. Member of the Audit Committee, who leaves his position as the Company's Director due to the expiry of the term, when being re-appointed to be the Director again, shall also be elected to be the Audit Committee as well.
- When there are any factors causing an early expiry of member of the Audit Committee which later results in uncomplete number of the Committee, the Company's Board of Directors will appoint a Director to be new member of the Audit Committee in order to complete the number of the Committee within 3 months after the expiry.

##### 4.3 Vacancy

###### 4.3.1 Member of the Audit Committee will terminate when

- No longer being the Company's director
- Lack of qualifications to be member of the Audit Committee
- Dead
- Resignation
- Being withdrawn

4.3.2 In case member of the Audit Committee resigns before completing the term, written resignation specified reasons should be submitted to the Company at least 1 month in advance; in order that the Board of Directors are able to process the appointment of a replacement, and the Company will report and send a copy of resignation document to the Stock Exchange of Thailand.

4.3.3 In case member of the Audit Committee is withdrawn before completing the term, the Company will report the withdrawal together with reasons to the Stock Exchange of Thailand.

#### 5. Duties and Responsibilities

- 5.1 To verify that the Company has an accurate financial report in keeping with accounting standards and related laws, as well as disclosure of accurate information and revelation of the Company's information in case of relative transactions or transactions in dispute.
- 5.2 Considering to approve the quarterly financial statement.
- 5.3 To encourage improvement of financial reporting system to be tantamount to the international accounting standards.
- 5.4 To consider and verify remarks of external auditor and internal auditor about connected transactions or transactions which may have conflict of interest in order to be in accordance with the laws and regulations of the Stock Exchange of Thailand for reasonability of those transactions and maximum benefit of the Company.
- 5.5 To verify that the Company has a suitable and effective internal control and internal audit in keeping with international standards.
- 5.6 To supervise to have a defensive working system in order to minimize or restrain the Company's losing of resources in order to increase all Company's sectors performance effectively.

- 5.7 To verify Risk Management systems in order to ensure that risk management system is working efficiently and effectively to manage all the risks of the Company, as well as being regularly suitable update.
- 5.8 To verify suitability of the IT system related to internal auditing, preparing financial reports, and risk management, to suggest, and to suitable update for the Company's business.
- 5.9 To verify that the Company is performing in accordance with The Securities and Exchange Act, regulations of the Stock Exchange of Thailand, or Laws related to the Company's business.
- 5.10 To consider, select, discharge, or dismiss propose to the Board of Directors to consider appointing and determine compensation for external auditors, as well as to assess independence, ability and efficiency of those appointed external auditors.
- 5.11 To give consent in appointment, transfer, withdrawal and give opinions regarding performance and consider goodness of Internal Audit Manager together with the Chief Executive Officer.
- 5.12 To verify and approve the Internal Audit Charter, Internal Audit planning program, and performance of the Office of Internal Audit with periodic review on the Internal Audit Charter.
- 5.13 To consider independence of the Office of Internal Audit and to approve budget and manpower model of the Office of Internal Audit.
- 5.14 To employ the professional consultants with the Company's budget when necessary. Hence, each employment shall be in accordance with the Company's internal regulations.
- 5.15 To invite the Executives or related individuals to give opinions, attend meetings, or submit documents if necessary.
- 5.16 To verify that the Company is performing in accordance with commitments with the outsiders.
- 5.17 Chairman of the Audit Committee or members of the Audit Committee should attend the Company's shareholder meeting in order to clarify subjects related to the Audit Committee or the appointment of the auditors.
- 5.18 To consider and give consent to quarterly financial reports to the Stock Exchange of Thailand.
- 5.19 To prepare a report of the Audit Committee signed by the chairman of the Committee. The report should be revealed in the Company's annual report in accordance with the regulations determined by the Stock Exchange of Thailand with information as follow:
  - Opinions towards accuracy and reliability of the Company's financial reports.
  - Opinions towards adequacy of the Company's internal control system.
  - Opinions towards complying to Securities and Exchange Act, regulations determined by the Stock Exchange of Thailand, and other laws related to the Company's business.
  - Opinions towards suitability of the auditors.
  - Opinions towards transactions likely to have conflict of interest.
  - Number of the Audit Committee's meetings and attendance of each member.
  - Opinions and overall remarks that the Audit Committee will receive from performing their duty in accordance with the Audit Committee Charter.
  - Other reports as necessary for shareholders and investors to perceive under the circumstance of duties assigned by the Board of Directors. To report annual performance related to internal auditing to the Board of Directors.
- 5.20 To report the examination result in a subject which the external auditors found a suspicious behaviour concerning corruption or violation related to performance of the Directors and the Executives to Securities and Exchange Commission and auditors within 30 days from the date receiving the notice from the auditors.
- 5.21 Other operations assigned by the Board of Directors with the consent from the Audit Committee.

## 6. Meeting

### 6.1 Number of meetings

- The Audit Committee must attend the meetings at least 4 times a year to consider and verify the Company's quarterly and annually financial report, and must attend a meeting with auditors, without the Executives, at least once a year.
- The chairman of the Audit Committee may call other members for a special meeting in case the auditors or the Board of Directors request to consider some issues.

### 6.2 Participants of the meeting

- The meeting should comprise of more than half of the Audit Committee to constitute a quorum. The chairman of the Audit Committee will be the chairman of the meeting.
- In case the chairman of the Audit Committee is not in the meeting or is not able to perform his duty, members of the Audit Committee, who attends the meeting, shall choose a representative to be the chairman in the meeting.
- The Audit Committee may invite the Executives or other related individuals to join the meeting and share information.
- The secretary of the Audit Committee must attend every meeting. If there is a special reason where the secretary is unable to attend the meeting, the Company or the Audit Committee will assign an individual to attend the meeting and process the duty as a secretary of the Audit Committee temporarily.

### 6.3 Voting

- Resolution of the Audit Committee meeting shall be passed on the majority; each member owns one vote. In case the votes are equal, the chairman of the meeting shall vote as a final judgement. Hence, the secretary of the Audit Committee is not allowed to vote.
- The member who have the conflict of interest in any particular issue is not allowed to vote in such issue.
- The vote of the Audit Committee can be done without holding a meeting and is also considered completed as if there was a meeting. In this connection, all members of the Audit Committee must sign their names.

### 6.4 Meeting minutes report

- The secretary of the Audit Committee or assigned person is in charge of taking the meeting minutes.

## 7. Compensation

The Audit Committee will receive compensation suitable for their duty and responsibilities according to the approval of the shareholder meeting.

Date Approved by the Board and Effective from: 5<sup>TH</sup> May 2025