

Charter of the Audit Committee

Business Alignment Public company Limited

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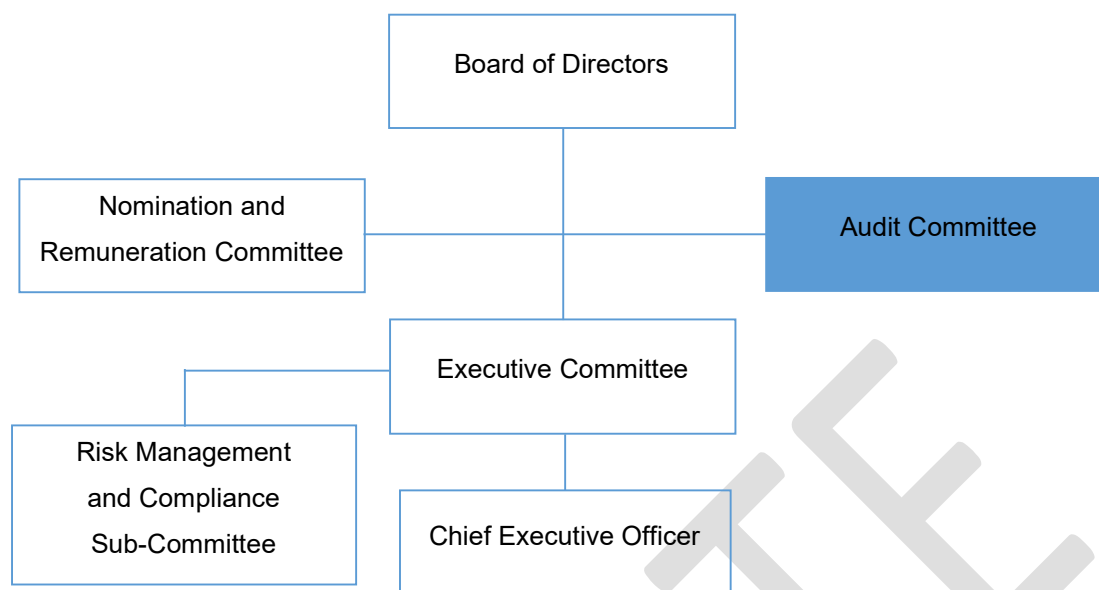
➤ Objective

The Board of Directors appointed the Audit Committee ("AC"), which is composed of independent directors. The AC's duties are to audit and verify the accuracy of the Company's operations, including internal controls, to ensure that various departments operate efficiently, are legally compliant, and adhere to all relevant regulations. Additionally, the AC works with the auditor to review the Company's financial reports, ensuring they are reliable, fully and accurately disclose all information, and comply with all applicable standards and requirements.

➤ Definition

- The Independent Director ("ID") refers to a director who is independent of major shareholders, or the major shareholder group and the Management, and who possesses all qualifications stipulated by the criteria of the Capital Market Supervisory Board.
- The Audit Committee refers to a committee of independent directors whose duty is to audit and verify the accuracy of the Company's operations on various matters.
- The Top Executive refers to the Company's highest-ranking executive with the authority to make decisions, as outlined in the manual of authority. This is currently the position of Chief Executive Officer.
- The Chief Executive Officer ("CEO") refers to the highest-ranking executive in the Company, responsible for overseeing business operations, planning strategic initiatives, and managing the Company's day-to-day activities.

➤ **Composition, Selection, and Appointment of the Audit Committee**



The Audit Committee Member shall be appointed by either the Board of Directors or the shareholders' meeting and shall possess qualifications as stipulated by securities laws, the Stock Exchange of Thailand ("SET")'s announcements, regulations, and/or rules. There must be no less than three members. At least one of the AC members must have knowledge of accounting and/or finance.

In the event that any committee member is unable to complete their term and/or the number of members falls below three, the Board of Directors shall appoint a replacement AC member to fill the vacancy within three months from the date the number of members became incomplete, in order to ensure the continuity of the Audit Committee's operations.

➤ **Qualifications of the Audit Committee**

1. Not being a director delegated by the Board of Directors to make decisions on the Company's business operations, or those of its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person.
2. Not being a director of a parent company, subsidiary, or same-level subsidiary, specifically those that are listed companies.
3. Having sufficient knowledge and experience to serve as the AC member. At least one member shall have adequate knowledge, understanding, or experience in accounting, finance, or auditing to perform a review of the reliability of the financial statements.
4. Having duties similar to those specified in the announcement of the Stock Exchange of Thailand regarding the qualifications and scope of operations of the AC.

➤ **Duties and Responsibilities of the Audit Committee**

1. To ensure accuracy, credibility, and sufficient of financial reporting by collaborating with external auditors and the Management on a quarterly and annual basis.
2. To review the adequacy and effectiveness of the Company's internal control and internal audit, determine the independence of the internal audit unit, and approve the appointment, transfer and termination of employment of the head of the internal audit unit or the related unit, as well as recommend necessary and significant transactions for audit or examination and propose improvements to key internal control systems, in collaboration with the external auditor and the head of the internal audit, to the Board.
3. To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand and the laws relating to the business of the Company.
4. To oversee the anti-corruption policy, ensuring it is sufficient and appropriate for the Company's business. This includes reviewing the effectiveness of the anti-corruption system, which covers promoting and raising awareness, risk assessment, internal controls, preventive work systems, misconduct reporting, auditing, providing consultation, and monitoring compliance with the anti-corruption policy, as well as reviewing the self-assessment on anti-corruption measures that have been audited and evaluated by the internal audit unit.
5. To select, propose the appointment and reappointment, or terminate the external auditor, takes into account their independence, knowledge, capabilities, experience, performance, the appropriateness of the audit fee, and recommend to the Board, as well as attend a non-management meeting with the external auditor at least once a year.
6. To review the Company's internal audit plans in accordance with generally accepted methods and standards.
7. To review related party transactions or items that may have conflicts of interest for compliance with relevant laws and regulations, as well as the accuracy and the completeness of such information disclosure to ensure that they are reasonable and for the highest benefit of the Company.
8. To review the appropriateness and effectiveness of risk management of the Company
9. To report on the activities of the AC to the Board on a quarterly basis at least.
10. To prepare and to disclose a report of the AC in the Company's Annual Report. The report must be signed by the AC Chairman, comprising at least the following information:

- 10.1. an opinion on the accuracy, completeness and creditability of the Company's financial report and the adequacy of the Company's internal control system,
 - 10.2. an opinion on the compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand or the laws relating to the business of the Company,
 - 10.3. an opinion on the suitability of an auditor,
 - 10.4. an opinion on the transactions that may lead to conflicts of interests,
 - 10.5. the number of the AC meetings, and the attendance of such meetings by each AC member,
 - 10.6. an opinion or overview comment received by the AC from its performance of duties in accordance with the charter, and
 - 10.7. other transactions which, according to the AC's opinion, should be known to the shareholders and investors, subject to the scope of duties and responsibilities assigned by the Board;
11. To contribute opinions on the appointment, termination and performance assessment of the internal audit staff.
 12. To perform the duties as established authorities, the AC shall request the Management, executives, or employees of the Company who are relevant to the matter to give opinions, attend meetings or provide documents when deemed necessary or relevant.
 13. To engage consultants or outside sources in accordance with the Company's procedure to seek their opinions or advice when necessary.
 14. To implement and oversee the annual self-performance evaluations including reporting the results and problems to the Board on an annual basis.
 15. To review the Charter and recommend modifications.
 16. To perform any other acts as assigned by the Board within the Audit Committee's scope of duties and responsibilities.

➤ **Term of Office**

The term of office for the AC member is three years from the date of their appointment. If, upon the expiration of the term, the Board of Directors or the shareholders' meeting has not yet appointed a new AC, the existing committee shall continue to perform its duties until a new committee is appointed to replace the retiring committee, and/or in accordance with the term of office for the Director. Any individual selected to be the AC member shall be the ID and possess the qualifications required for the AC.

The three-year term is defined as the period between the Annual General Meeting of the year of appointment and the Annual General Meeting of the following year. The AC member whose term has expired may be nominated and re-appointed to the position.

➤ **Meetings**

- A quorum for the AC's meeting requires at least half of the total number of committee members to be present.
- The AC Chairman presides over the meetings. If the Chairman is absent, the members present at the meeting shall elect one among themselves to chair the meeting.
- The AC's decisions are determined by a majority vote, with each member having one vote. In the event of a tie, the chairman of the meeting has a casting vote.
- The AC is required to meet at least four times a year (once every three months). Additional meetings may be arranged if requested by the AC member, internal auditor, auditor, or the Chairman of the Board to consider issues that require joint discussion.
- The executives or the auditor may be invited to attend the meetings on matters as they relate to the business.
- The AC can hold meetings at a physical location and/or they can meet to consult and exchange opinions with one another via electronic means.

➤ **Review of the Charter**

The AC shall arrange a meeting to review and assess the adequacy of the Charter annually. This Charter was reviewed by the Audit Committee's Meeting No. 3/2025 on August 11, 2025, and approved by the Board of Directors' Meeting No. 3/2025 on August 11, 2025.