

## Company Audit Committee Charter

### Polynet Public Company Limited

Company Limited (“ **Company** ”) realizes the importance of good corporate governance. Therefore, the Audit Committee (Audit Committee) was appointed , which consisted of independent committees. To be responsible for overseeing the quality and credibility of the accounting system, auditing system, internal control system, giving independent and fair opinions. as well as the Company's financial reporting process. by the audit committee of the company will review and evaluate this charter annually. and propose what should be improved for the Board of Directors to consider and approve and to build confidence and credibility among shareholders and all stakeholders.

#### 1. Composition of the Audit Committee

- 1.1 The Audit Committee consists of at least three independent directors. ( 3 ) person which must be fully qualified according to the relevant laws especially the law on public limited companies and the law on securities and exchange Including announcements of the Capital Market Supervisory Board and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. There is also a scope of duties and Responsibilities as specified by the Stock Exchange of Thailand by Audit Committee must be neutral No benefit or interest either directly or indirectly in a manner that may affect the exercise of discretion according to duties and independent responsibility
- 1.2 Audit Committee members can exercise their discretion independently and have appropriate skills and expertise according to their assigned workload and must have at least one member of the Audit Committee. ( 1 ) A person who has knowledge, understanding or experience in accounting or finance sufficient to be able to review the credibility of the financial statements.
- 1.3 The Board of Directors shall select and appoint one member of the Audit Committee to be the Chairman of the Audit Committee.

#### 2 . Features

- 2 . 1 A person who can independently perform duties and express opinions or report performance according to assigned duties without being under the control of executives or major shareholders of the Company . Both related persons or close relatives of such persons

2.3 Audit Committee members must be independent directors with the following qualifications:

- ( 1 ) holding shares not exceeding one ( 1 ) percent of the total number of shares with voting rights of the Company , parent company, subsidiary company Associate major shareholder or persons with controlling power of the Company . Including the shares held by related persons of that independent director. other too
- ( 2 ) Not being or having been a director who is involved in the management of employees, staff, consultants who receive regular salary. or controlling person of the company , parent company Subsidiaries Associate Subsidiaries of the same order major shareholder Or of the company 's controlling person, unless the foregoing status has ended for not less than two ( 2 ) years prior to the date of filing an application for approval with the Office of the Securities and Exchange Commission. (For independent directors who were appointed before the submission date request for permission from the Office of the Securities and Exchange Commission ) or the date of appointment as an independent director . Such prohibited characteristics do not include the case where independent directors used to be civil servants or consultants of government agencies. who is a major shareholder or controlling person of the Company
- ( 3 ) not being a person related by blood or by legal registration as parents married couple sibling and son Including spouses of children of other directors , executives , major shareholders controller or persons to be nominated as directors , executives or a controlling person of the Company or its subsidiaries
- ( 4 ) Not having or having had a business relationship with the Company , parent company Subsidiaries Associate Major shareholders or controlling persons of the Company in a manner that may obstruct their independent judgment. Including not being or having been a significant shareholder or controlling person of a person having a business relationship with the Company , parent company Subsidiaries Associate major shareholder or a controlling person of the Company , unless the foregoing status has ended for not less than two ( 2 ) years. before the date of submission of the request for approval to the Office of the Securities and Exchange Commission (For independent directors who were appointed before the submission date Application for approval from the Securities and Exchange Commission SET ) or the date of appointment as an independent director.

In this regard, the business relationship under the first paragraph includes normal commercial transactions for business operations. Renting or renting real estate Transactions relating to assets or services or giving or receiving financial assistance. by accepting or lending, guaranteeing, providing assets as collateral for liabilities including other similar behaviors As a result, the Company or the counterparty has a debt obligation to be paid to the other party. from three percent ( 3 ) of the company 's net tangible assets or from twenty million baht ( 20,000,000 baht ) or more, whichever is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of connected transactions, mutatis mutandis. But in considering such indebtedness shall include the debt burden incurred during one ( 1 ) year prior to the date of business relationship with the same person

- ( 5 ) Not being or having been an auditor of the company , parent company Subsidiaries Associate Major shareholders or controlling person of the Company and not being a significant shareholder, controlling person or partner of The audit firm which has auditors of the company , parent company Subsidiaries Associate major shareholder or a person with controlling power of the Company Unless he or she has retired from the aforementioned nature for not less than two ( 2 ) years. before the date of submission of the request to the Office of the Securities and Exchange Commission stock market (For independent directors who were appointed before the submission date Application for permission from the Office of the Securities and Exchange Commission (SEC ) or date of appointment as an independent director
- ( 6 ) Not being or having been a professional service provider other This includes providing legal advice or A financial advisor who receives a service fee of more than two million baht ( 2,000,000 baht) per year from the Company , parent company Subsidiaries Associated Company Major Shareholders or controlling person of the Company and not being a significant shareholder controller or partner of that professional service provider Unless he or she has retired from such a position for not less than two ( 2 ) years prior to the date of filing an application for approval with the Office of the Securities and Exchange Commission. (For independent directors who were appointed before the submission date Application for approval from the Office of the Securities and Exchange Commission (SEC ) or date of appointment as an independent director

- ( 7 ) Not being a director who has been appointed as a representative of the company's directors , major shareholders or shareholders who are related to major shareholders
- ( 8 ) Do not operate any business that has the same nature and is in significant competition with the business of the Company or its subsidiaries. or not being a significant partner in a partnership or being a director who takes part in the management staff employee Salary consultant or holding more than one ( 1 ) percent of the total number of shares with voting rights of any other company operating a business of the same nature and in significant competition with the business of the Company or its subsidiaries.
- ( 9 ) Not having any other characteristics that make him unable to express independent opinions on the Company 's operations.
- ( 10 ) Not being a director assigned by the Board of Directors to make decisions on the business operations of the Company, subsidiaries, associated companies, same-level subsidiaries. major shareholder or a controlling person of the Company
- ( 11 ) Not being a director of the parent company, a subsidiary or a subsidiary of the same level, only those who are listed company

In case the person proposed for appointment as an independent director Is a person who has or used to have a business relationship or provide professional services exceeding the value specified in (4) or (6) above, the company may consider appointing such person as an independent director, provided that the company must : Arrange for an opinion of the Board of Directors showing that it has considered in accordance with Section 89/7 of the Public Limited Companies Act B.E. This has no effect on the performance of duties and the giving of independent opinions. The following information was also disclosed in the notice of the shareholders' meeting in the agenda on the appointment of such person as an independent director.

A.Nature of business relationship or professional service that makes such persons qualified not in accordance with the established criteria

B.Reasons and necessity for retaining or appointing such person as an independent director

C.Opinion of the Board of Directors in proposing the appointment of such person as an independent director

In this regard, the person appointed as an independent director has the qualifications in ( 1 ) to (11) , including the exceptions on The abovementioned business relationship or professional service may be assigned by the Board of Directors to have the authority to make decisions on the operations of the Company ,

its subsidiaries, associated companies, major shareholders, or a controlling person of the company in the form of a collective decision

### 3. Scope of duties and responsibilities

- 3.1 Review the company 's financial reporting to be accurate and adequate by coordinating with external auditors. and executives who are responsible for preparing both quarterly and annual financial reports in order to adequately disclose relevant information of the Company prior to submission to the Board of Directors. The audit committee may suggest that the auditor review or examine any item that it deems important and necessary during the audit of the company's accounts.
- 3.2 Review to ensure that the company has an internal control system ( Internal Control) and an internal audit system ( Internal Audit) that are appropriate and effective. and consider the independence of the internal audit department as well as to approve the consideration of appointment, transfer Termination of the head of the internal audit department and/or hiring an internal audit company or any other department responsible for internal auditing
- 3.3 Implementing risk management policy formulation to cover the entire organization Including the supervision of the company. There is a risk management system or process. in order to appropriately reduce the impact on the Company's business, with the scope as follows:
  - (1) Define risk management plans and risk management processes across the organization. Including determining the acceptable risk level (Risk Appetite) and the deviation of the acceptable risk level of the organization (Risk Tolerance) before proposing to the Board of Directors for approval.
  - (2) Supervise and support the organization's risk management to be successful. suggest ways to prevent and how to reduce the risk level to an acceptable level and follow up on the operational plan to reduce risks continuously and suitable for business conditions. To ensure that risks are managed adequately and appropriately.
  - (3) Track and evaluate compliance to complete enterprise-wide risk management.
  - (4) Supervise and support the review and review the policy and corporate risk management framework at least annually To ensure that such risk management policies and frameworks It is still in line with and suitable for the overall business conditions and risk management activities of the Company.

- 3.4 Review the Company 's compliance with the Securities and Exchange Act. SET REQUIREMENTS of Thailand and laws related to the business of the Company
- 3.5 Consider, select and nominate an independent person to be the Company's auditor and propose such person's remuneration to the Board of Directors. company for approval and for approval from the shareholders' meeting, taking into account the credibility, sufficiency of the audit firm's resources, and the experience of the personnel assigned to audit the Company's accounts. as well as coordinating with auditors about the objectives of conducting a scope audit, guidelines, plans, and problems encountered during the audit and issues that the auditor deems to be material. Including attending a meeting with an auditor without the presence of the management at least once a year .
- 3.6 Consider the connected transaction, acquisition and disposition of the Company's assets. or items that may have Conflicts of interest, including information disclosure in entering into such transactions To be accurate and complete and in accordance with the laws and regulations of the Stock Exchange of Thailand, in order to ensure that such transactions are reasonable and in the best interest of the Company and its shareholders.
- 3.7 Prepare a report of the audit committee to be disclosed in the company's annual report , which must be signed by the chairman of the audit committee. and must contain at least the following information
  - (1) An opinion on the accuracy, completeness, and credibility of the Company's financial reports .
  - (2) Opinions on the sufficiency of the Company's internal control system.
  - (3) Opinions on compliance with the laws governing securities and stock exchange, regulations of the Stock Exchange of Thailand of Thailand or laws related to the business of the Company
  - (4) an opinion on the suitability of an auditor
  - (5) Opinions on transactions that may have conflicts of interest.
  - (6) Number of audit committee meetings and the attendance of each member of the Audit Committee
  - (7) Opinions or overall observations received by the Audit Committee from performing their duties in accordance with the Charter and

(8) Other items that shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors

3.8 In the performance of the audit committee, if found or suspected of the following items or actions which may have a significant impact on the financial position and operating results of the Company , the Audit Committee shall report to the Board of Directors for rectification within the period deemed appropriate by the Audit Committee.

( 1 ) Transactions that cause conflicts of interest

( 2 ) Fraud or abnormality or material defect in the internal control system

( 3 ) Violation of securities and exchange laws SET REQUIREMENTS of Thailand or laws related to the company 's business

If the Board of Directors or executives fail to make improvements within the aforementioned period without justifiable reason Any member of the Audit Committee may report any of the above transactions or actions to the Office of the Securities and Exchange Commission. or the Stock Exchange of Thailand

3.9 Report the performance of the Audit Committee to the Board of Directors at least regularly. once a quarter ( 1 ) and review the regulations and the performance in the past year at least once ( 1 ) a year. In evaluating the performance of the Audit Committee, the Audit Committee may use the method of self -assessment ( Self-Assessment) by evaluating both Overall, as a group and individually, and report the results of the assessment to the Board of Directors.

3.10 Supervise the Company to have a channel to receive clues and complaints about inappropriate reports in the financial statements or other issues. by ensuring that whistleblowers There is an independent review process. and appropriate follow-up has been undertaken.

3.11 Appoint a person who is independent in performing his duties. Act as a receiver of complaints or clues by receiving complaints or clues Under the policy on receiving complaints by a person assigned by Audit Committee Responsible for managing, managing, collecting, screening, examining complaints or clues received Consider the clarity and sufficiency of the preliminary evidence. And if there is truthful information, it will conduct an investigation to collect evidence and witnesses and report to the Audit Committee. The Audit Committee may appoint a person or a sub-committee to investigate persons involved in corruption. and to consider information received from complaints,

including other evidence more, and if it is seen that the misconduct that has occurred caused by intention or significantly affects the Company's business The Audit Committee will consider taking appropriate measures. to improve and rectify such situations to be correct

- 3.12 In case of necessity, the audit committee can seek advice from external consultants or professional experts regarding audit performance, at which the Company 's expenses are borne by the Company's regulations .
- 3.13 Have the authority to summon or request information from various departments of the Company and its subsidiaries. for further consideration
- 3.14 Review the accuracy of reference documents and self-assessment forms on anti-corruption measures of businesses under the Thailand's Private Sector Collective Action Coalition Against Corruption .
- 3.15 Consider the criteria and process for recruiting and nominating suitable persons to be the Company's directors and Chief Executive Officer upon completion of terms or vacancies or other executive positions as assigned by the Board of Directors. to be considered by the Board of Directors and proposed to the Board of Directors' meeting and / or the shareholders' meeting (as the case may be)
- 3.16 To recommend the names of company directors who will serve in various sub-committees of the company.
- 3.17 Consider setting criteria for evaluating the performance of various sub-committees and presenting them to the Board of Directors for approval.
- 3.18 Evaluate the performance of the Chief Executive Officer and various sub-committees in order to review their performance, problems and obstacles each year in order to be able to use the assessment results to develop and improve operations in various areas. and presented to the Board of Directors for further consideration.
- 3.19 Perform any other tasks as assigned by the Board of Directors with the approval of the Audit Committee.
- 3.20 Review the Charter of the Audit Committee at least once ( 1 ) a year.



In performing the duties mentioned above, the Audit Committee is directly responsible to the Board of Directors and the Board of Directors remains responsible for the operations of the Company. to outsiders

The Board of Directors has the power to amend the definition and qualifications of independent directors and the scope of duties and responsibilities of the Audit Committee to be in line with the responsibilities of the Audit Committee. and regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, the Capital Market Supervisory Board, and / or other relevant legal provisions.

#### 4 . Appointment and tenure

- 4.1 Board of Directors or the shareholders' meeting is the person who appoints the Audit Committee All members of the Audit Committee must be members of the Board of Directors. and is an independent director only
- 4.2 The Audit Committee shall hold office for three terms each time. ( 3 ) years by members of the Audit Committee who retired by rotation may be nominated and reappointed for another position
- 4.3 Audit Committee who is an independent director having a term of office not exceeding nine consecutively ( 9 ) years from the date of first appointment as an independent director In the case of appointing such independent director to remain in office The Board of Directors must reasonably consider such necessity.
- 4.4 In addition to the termination of office as mentioned above, the Audit Committee vacates office when:
  - ( a ) dead
  - ( b ) resigned
  - ( c ) Lack of qualifications for being an audit committee under this charter or related laws.
  - ( d ) Retirement from being a director of the Company

- 4.5 Any member of the Audit Committee who wishes to resign from the position must submit a resignation letter to the Chairman of the Board of Directors, which should be notified in writing at least one ( 1 ) month in advance with reasons and the Board of Directors will approve. The Company will notify resignation to the Stock Exchange of Thailand In the event that the entire Audit Committee vacates office The Audit Committee who vacates office must act in the position to continue until the new Audit Committee takes office.
- 4.6 In the event that the position of the Audit Committee is vacant due to reasons other than retirement by rotation The Board of Directors shall appoint a fully qualified person to be a member of the Audit Committee within three ( 3 ) months in order for the Audit Committee to have the full number of Audit Committee members specified by the Board of Directors . The person who becomes a member of the audit committee can only hold office for the remaining term of the audit committee member whom he or she was appointed to replace
- 4.7 In the event that it is necessary to change, increase or decrease the number of audit committee members to be in accordance with the resolution of the Board of Directors
- 5. Meeting**
- 5.1 Set up a meeting of the Audit Committee to consider the financial statements. Internal audit report and other matters at least four times a year ( 4 ) times The Chairman of the Audit Committee may call a special meeting to consider other urgent matters. as it deems appropriate
- 5.2 Specific meetings with management or the internal audit department or auditor must be held on a regular basis at least a year 1 time
- 5.3 All members of the Audit Committee should attend every Audit Committee meeting, whereby each member of the Audit Committee must attend at least 75 percent of the meeting. of the total number of audit committee meetings held during the year except in case of necessity and at the meeting of the Audit Committee, at least half of the total number of Audit Committee members must attend the meeting in person. to be a quorum In the event that the Chairman of the Audit Committee is absent from the meeting or is unable to perform his duty The audit committee who attends the meeting shall elect one of the audit committee members to be the chairman of the meeting.
- 5.4 In the supporting documents of the meeting, the name of the person must be specified and the audit committee who has any interest in the matter being considered and prohibited from attending the meeting on that matter.

- 5.5 Resolutions of the meeting shall be based on majority votes. One member of the Audit Committee has the right to vote for one (1) vote in case of equal votes. The chairman of the audit committee or the chairman of the meeting shall have the right to cast an additional vote as a deciding vote.
- 5.6 The secretary of the Audit Committee or an authorized person shall record the minutes of the meeting. The minutes of the meeting must be submitted to the Audit Committee and the Board of Directors within seven (7) days after the date of the meeting for the Board of Directors to review. Acknowledged the performance of the Audit Committee within a reasonable period of time.

This Charter of the Audit Committee Approved by the Board of Directors Meeting No. 1/2022 on February 25 . 2022 and effective from February 25 . 2022.

Approved by Chaiporn Nitaswarakul  
(Mr. Chaiporn Nitaswarakul)  
Chairman of the audit committee