

Charter of the Audit Committee

1. Objectives

The Audit Committee serves as a subcommittee of the Board of Directors, appointed to assist the Board by alleviating its workload and to ensure the company maintains an effective governance system. The Audit Committee is established with the purpose of enhancing operational efficiency and increasing the organization's value.

Therefore, the Audit Committee must maintain strong working relationships with the Board of Directors, management, external auditors, and internal auditors of the company. To ensure effective operations, each Audit Committee member must continuously develop and maintain the expertise, knowledge, and understanding necessary for their responsibilities, as well as a thorough understanding of the company's business.

2. Composition and Appointment of the Audit Committee

- 1) The Board of Directors shall appoint the Audit Committee, selecting at least 3 independent directors from among the Board members.
- 2) The Audit Committee or the Board of Directors shall select one member from the Audit Committee to serve as Chairperson of the Audit Committee.
- 3) At least one Audit Committee member must possess sufficient knowledge and experience in accounting and/or finance to review the reliability of financial statements. Such member must also maintain ongoing knowledge of factors influencing changes in financial reporting, be able to ask pertinent questions, and interpret and evaluate the responses received.
- 4) The Audit Committee may appoint a Secretary to the Audit Committee to assist in its operations and coordinate meeting arrangements, including scheduling meetings, preparing agendas, distributing documents, recording minutes, and performing other assigned duties. The Audit Committee shall have the authority to determine appropriate remuneration (meeting allowances) for the Secretary as deemed appropriate.

3. Qualifications of the Audit Committee¹

- 1) Appointed by the Board of Directors or the shareholders' meeting of the Company (as the case may be) to serve as an Audit Committee member. The member must not be a director delegated by the Board to make decisions regarding the operations of the Company, its parent company², subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling parties. The member must also not serve as a director of the parent company², subsidiaries, or same-level subsidiaries in the case of listed companies.

¹ Reference: Section 17(3) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 : Applications for Approval and Granting of Approval for Offering of Newly Issued Shares (Codified).

² Parent Company refers a company that has control over the company's business.

- 2) Holding no more than 1 percent of the total voting shares of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling parties, including shares held by persons related to the independent director.
- 3) Not being, and not having been, a director involved in management, an employee, a salaried consultant, or a controlling party of the Company, its parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling party, unless having been free from such roles for at least two years prior to the date of appointment.
- 4) Not being a person related by blood or by law (including a parent, spouse, sibling, or child, or the spouse of a child) to any other director, executive, major shareholder, controlling party, or person proposed for appointment as a director, executive, or controlling party of the Company or its subsidiaries.
- 5) Having no, and never having had, any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling parties, in a manner that may impede their independent judgment. The member must also not be, and not have been, a significant shareholder or controlling party of any entity having a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling parties, unless they have been free from such roles for at least two years prior to the date of appointment.

Business relationships under the preceding paragraph include normal trade transactions in the course of business, the leasing or letting of real estate, transactions relating to assets or services, or the provision or receipt of financial assistance, including loans, guarantees, or the pledging of assets as collateral, as well as other similar arrangements, which result in the Company or the counterparty incurring indebtedness to the other party of at least 3 percent of the Company's net tangible assets or 20 million baht, whichever is lower. In this regard, the calculation of such debt obligations shall be conducted in accordance with the methodology for calculating the value of connected transactions prescribed in the Notification of the Capital Market Supervisory Board on Rules for Connected Transactions, mutatis mutandis. However, any debt obligations incurred within one year prior to the commencement of the business relationship with the same counterparty shall also be included in the calculation.

- 6) Not being, or having been, an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling parties; nor being a significant shareholder, controlling party, or partner of an audit firm with which the auditors of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling parties are affiliated, unless having ceased to hold such positions for at least 2 years prior to the date of appointment.
- 7) Not being, or having been, a provider of any professional services—including legal or financial advisory services—receiving fees exceeding 2 million Baht per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling parties; nor being a significant shareholder, controlling party, or partner of such professional service providers, unless having ceased to hold such positions for at least two years prior to the date of appointment.

- 8) Not being a director appointed to represent other directors, major shareholders, or shareholders related to major shareholders of the Company.
- 9) Not engaging in a business of the same nature and in material competition with the Company or its subsidiaries; nor serving as a significant partner in a partnership, a director involved in management, an employee, a staff member, or a consultant receiving regular compensation; nor holding more than 1 percent of the total voting shares in any other company that operates a business of the same nature and in material competition with the Company or its subsidiaries.
- 10) Not possessing any characteristics that could affect their independence in expressing opinions on the Company's operations.
- 11) Having duties as specified in the Notification of the Stock Exchange of Thailand on the qualifications and scope of duties of the Audit Committee.
- 12) Possessing sufficient knowledge and experience to serve as an Audit Committee member. At least one member of the Audit Committee must have sufficient knowledge and experience to review the reliability of the financial statements.

Regarding paragraphs 6) and 7), the term "partner" refers to a person assigned by an audit firm or professional service provider to sign the audit reports or professional service report (as the case may be) on behalf of that juristic person.

In the case where a person appointed by the Company to serve as an Audit Committee member has, or has had, a business or professional service relationship exceeding the value prescribed in paragraphs 5) or 7), the Company may be granted an exemption from the prohibition on having or having had a relationship exceeding of such value, provided that the Company obtains the Board of Directors' opinion confirming that, in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended), the appointment of such person will not affect the performance of duties or the independence of their opinions. The Company must also disclose the following information in the notice of the shareholders' meeting when proposing the appointment of the Audit Committee member.

- 12.1) The nature of the business or professional service relationship that causes such a person's qualifications to not meet the prescribed criteria.
- 12.2) The reasons and necessity for retaining or appointing such a person as a member of the Audit Committee.
- 12.3) The opinion of the Board of Directors on the proposal to appoint such a person as an independent director.

4. Term of Office

- 1) The Nomination and Remuneration Committee shall be responsible for selecting and nominating qualified individuals who meet all qualifications as specified in this Charter to serve as Audit Committee members. Such nominations shall be submitted to the Board of Directors for approval of the appointment or proposed to the shareholders' meeting for approval of the appointment (as the case may be). The Audit Committee member shall serve a term of three years, corresponding with the term

of office of the Company's independent directors, and may be reappointed for an additional term if deemed appropriate by the Board of Directors or the shareholders' meeting (as the case may be). The Audit Committee member may serve for the remainder of the term of office.

- 2) In the event that an Audit Committee member completes his or her term of office, or is otherwise unable to serve until the end of such term, resulting in the number of members falling below the required minimum of three, the Board of Directors or the shareholders' meeting should appoint a new Audit Committee member who possesses the required qualifications and does not have any prohibited characteristics under the law as a replacement. Such appointment shall be made immediately, or at the latest, within three months from the date on which the number of members becomes incomplete, in order to ensure the continuity of the Audit Committee's operations.

In addition to the expiration of their term as mentioned above, an Audit Committee member shall cease to hold office in the following cases:

- 2.1) Death;
- 2.2) Resignation;
- 2.3) Becoming disqualified as a company director or having prohibited characteristics under the Public Limited Companies Act, or exhibiting traits indicating unsuitability to be entrusted with managing a company with public shareholders, as specified in the Securities and Exchange Act (including amendments) and relevant notifications of the Securities and Exchange Commission;
- 2.4) Lack of the qualifications to serve as an Audit Committee member as set forth in this Charter;
- 2.5) A resolution of the shareholders' meeting to remove the member from the office (by a vote of not less than three-fourths (3/4) of the shareholders present and entitled to vote, representing at least one-half of the total shares held by those shareholders present and entitled to vote);
- 2.6) A court order for removal.

Any member of the Audit Committee who wishes to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date on which the Company receives the letter. In the event that an Audit Committee member resigns or is removed from office before completing their term, the Company shall immediately notify the Stock Exchange of Thailand.

In the event that the Chairperson of the Audit Committee resigns or vacates the position for any reason before the expiration of the term, the Board of Directors shall select a new Chairperson from among the remaining Audit Committee members. Alternatively, the Audit Committee may elect a new Chairperson after the Board of Directors or the Shareholders' Meeting has appointed a new Audit Committee member who meets the required qualifications and does not have any prohibited characteristics under the law.

5. Independence

- 1) Independent Opinion means the free expression of opinions or reports in accordance with assigned duties, without regard to any interests relating to assets or positions, free from the influence of any individual or group of individuals, and under no circumstances that could coerce or prevent the expression of such opinions as intended.

- 2) Situations that are deemed to constitute a lack of independence in the performance of duties, such as when the Audit Committee is under the influence of the Board of Directors, executives, or officers of the company—whether due to familiarity, deference, or any other reason—which result in duties being performed in accordance with the demands of such individuals or groups. This leads to the following events:
 - 3.1) Failure to perform duties as assigned.
 - 3.2) Accepting proposals or any actions that should not be undertaken, resulting in damage to the company and its shareholders or the loss of benefits that should have been obtained.
 - 3.3) Failing to express an opinion or not providing a straightforward report to the Board of Directors or shareholders.
 - 3.4) Failing to coordinate, consult, or cooperate with the company's executive directors or officers involved in the execution of one's duties.
- 3) Transactions that may be considered not to affect the independence of the Audit Committee in performing its duties or rendering independent opinions.

Related-party transactions, in accordance with the criteria set by the Securities and Exchange Commission, which are transactions between the Audit Committee members or their related persons with the company, its subsidiaries, affiliated companies, or major shareholders, under the following conditions:

- 6.1) The acquisition or sale of goods or services shall be conducted in the ordinary course of business and under standard commercial terms that are clearly defined and publicly disclosed.
- 6.2) The price of goods or services is comparable to the prices or fees charged to other customers.

6. Authority and Responsibility

The Audit Committee has the following authorities:

- 1) The Audit Committee has the authority to conduct investigations and inquiries, as necessary, into matters where there are indications that may significantly affect the reputation, financial position, or performance of the Group, as well as the rights and benefits to which shareholders are entitled. Such matters include:
 - Transactions that may cause conflicts of interest.
 - Suspicions or allegations of fraud, irregularities, or material deficiencies in the internal control systems of the Company or its subsidiaries.
 - Suspicions of violations of securities and exchange laws, Stock Exchange regulations, or other laws related to the Group's business.
- 2) The Audit Committee has the authority to seek independent opinions from any professional advisors when deemed necessary at the company's expense, in order to ensure the successful completion of its duties and responsibilities. The Audit Committee is responsible for reporting the results of its audits and investigations to the Board of Directors for corrective action within the timeframe the Audit Committee deems appropriate. However, if the Audit Committee finds that such corrective actions are being ignored without reasonable justification, any member of the Audit Committee may report such

findings to the Securities and Exchange Commission and/or the Stock Exchange of Thailand. In this regard, the authority of the Audit Committee shall not include the authority that would enable any Audit Committee member, or person authorized by the Audit Committee, to vote or express opinions on matters where such member, authorized person, or any person who may have conflicts of interest as defined in the notifications of the Capital Market Supervisory Board, has an interest or a conflict of interest with the Company or its subsidiaries.

- 3) The Audit Committee has the authority to appoint, as deemed appropriate, the Chairperson of the Advisory Committee, any Advisor, or an Advisory Committee of the Audit Committee, and to determine their remuneration, allowances, benefits, amenities, and other expenses. The total combined amount for such remuneration, allowances, benefits, amenities, and other expenses for all appointees shall not exceed 5 million Baht per year. Should this limit be exceeded, the matter shall be submitted to the Board of Directors for approval.

Upon appointing such persons or determining their compensation, the Audit Committee shall report the details to the Board of Directors for acknowledgment. In addition, information regarding the Chairperson of the Advisory Committee, any Advisor, or an Advisory Committee, including confirmation of their independence and absence of conflicts of interest, should be disclosed in the Company's annual report.

The Audit Committee has the following duties and responsibilities:

- 1) Review and ensure that the Company's financial reports are accurate and adequately disclosed by coordinating with auditors and management responsible for preparing quarterly and annual financial reports. The Audit Committee may recommend that the auditors review or examine any items deemed necessary and significant during the Company's audit.
- 2) Review and ensure that the Company and its subsidiaries have an appropriate and effective internal control system and internal audit system by reviewing them in coordination with the auditors and internal auditors. The Audit Committee shall assess the independence of the internal audit function and approve the appointment, transfer, dismissal, and compensation of the head of the internal audit department or any other units responsible for internal audit. The Audit Committee shall also approve the internal audit plan and assign tasks to internal audit personnel to support the work of the Audit Committee.
- 3) Review and ensure that the Company has established appropriate control processes and complies with Securities and Exchange laws, Stock Exchange regulations, laws relevant to the Company's business, and applicable standards.
- 4) Consider the selection, appointment, and/or dismissal of the auditors of the Company, its subsidiaries, and/or joint ventures, and propose the remuneration of such auditors, taking into account the credibility, adequacy of resources, audit workload, and the experience of the personnel assigned to audit the Company. In addition, the Audit Committee must meet with the auditors without the presence of management at least once a year.
- 5) Consider and provide opinions on related party transactions or transactions that may involve conflicts of interest with the Company and/or its subsidiaries, in accordance with applicable laws, relevant

regulations, and the requirements of the Stock Exchange of Thailand, ensuring that such transactions are reasonable and serve the best interests of the Company.

- 6) Prepare and disclose the Audit Committee report in the Company's annual report. The report shall be signed by the Chairperson of the Audit Committee and shall include at least the following information:
 - 6.1) Opinions on the accuracy, completeness, and reliability of the Company's and its subsidiaries' financial statements.
 - 6.2) Opinions on the adequacy of the internal control systems of the Company and its subsidiaries.
 - 6.3) Opinions on compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand, and other applicable laws related to the business of the Group.
 - 6.4) Opinions on the appropriateness of the auditors.
 - 6.5) Opinions on related party transactions or transactions that may involve conflicts of interest of the Company and its subsidiaries.
 - 6.6) The number of Audit Committee meetings held and the attendance of each Audit Committee member.
 - 6.7) Overall opinions or observations from the Audit Committee based on the performance of its duties according to the charter.
 - 6.8) Any other matters or reports that the Audit Committee deems necessary for shareholders and general investors to be informed of, within the scope of duties and responsibilities assigned by the Board of Directors.
- 7) Review and provide opinions on policies related to the Audit Committee's responsibilities, such as accounting policy.
- 8) Perform any other tasks as assigned by the Board of Directors, with the approval of the Audit Committee.

7. Meeting

- 1) Agenda of the Meeting
 - 1.1) For each meeting, the Company shall clearly set the agenda in advance and distribute the relevant documents to the Audit Committee and other participants in a timely manner, providing sufficient time for the Audit Committee to review the matters or request additional information as needed.
 - 1.2) Meetings of the Audit Committee held to consider assigned matters should include the following agenda items:
 - Review of financial statements and related reports, accounting principles and practices, compliance with accounting standards, business continuity, changes in significant accounting policies, as well as management's rationale for setting such policies before presenting them to the Board of Directors for dissemination to shareholders and investors.
 - Selection and recommendation for the appointment of auditors for the Company and its subsidiaries and/or associates, as well as consideration of their remuneration.

- Review of the internal control system and internal audit system, including the management letter from the auditor.
- Review of the annual internal audit plan (Audit Plan) of the Company and its subsidiaries, including coordination of related audit plans and joint assessment of audit results with internal and external auditors. The Audit Committee should inquire about the scope of the planned audits to ensure that the audit plan is capable of effectively identifying any fraud or deficiencies in the internal control system.
- Consideration and discussion with the internal auditor regarding any issues or limitations encountered during the audit, as well as a review of the internal auditor's performance.
- Consideration and discussion with the external auditor regarding any issues or limitations encountered during the financial statement audit.
- Consideration and discussion with the internal auditor and the external auditor regarding the planning to review principles, methods, and controls of electronic data processing. This includes inquiries regarding specific security programs aimed at preventing fraud or misuse of computer systems (excluding network usage) by company employees or external parties.
- Review and provide opinions on transactions that may give rise to conflicts of interest, such as related party transactions involving the company and its subsidiaries.
- Compliance with the Securities and Exchange Act and the requirements of the Stock Exchange of Thailand
- Other tasks or actions as assigned by the Board of Directors.
- Evaluation of the internal audit function, including the determination of appropriate compensation.
- Self-evaluation of performance in carrying out assigned duties and responsibilities.

2) Number of Meetings

- 2.1) The Audit Committee should hold meetings at least four times per year.
- 2.2) The Audit Committee must meet with the external auditors without the management attending at least once a year.
- 2.3) The Chairperson of the Audit Committee may call a special meeting of the Audit Committee upon the request of an Audit Committee member, internal auditor, external auditor, or the Chairperson of the Board of Directors to discuss matters that require collective discussion.

3) Meeting Participants

- 3.1) All Audit Committee members should attend every meeting of the Audit Committee. For the meeting to constitute a quorum, no fewer than half of the total number of Audit Committee members must be present. The Chairperson of the Audit Committee shall preside over the meeting. In the event that the Chairperson is absent or unable to perform their duties, the attending members shall elect one among themselves to act as the Chairperson for that meeting.

3.2) The Audit Committee may invite directors or executives of the Company or its subsidiaries, internal auditors, external auditors, or other relevant advisors to attend meetings to discuss related matters such as internal controls, audit plans, and other relevant topics.

4) Voting

4.1) The meeting documents must list the names of relevant individuals, and any Audit Committee member with a vested interest in the matter under consideration shall not be allowed to attend or vote on that matter.

4.2) Decisions in the meeting shall be made by a majority vote, with each Audit Committee member having one vote. In the event of a tie, the Chairperson shall cast the deciding vote.

4.3) The Secretary of the Audit Committee has no voting rights.

5) Meeting Minutes

The Secretary of the Audit Committee or an assigned person is responsible for recording the meeting minutes. The minutes must be submitted to the Audit Committee, the Board of Directors, and the Company Secretary within 7 days after the meeting, so that the Board of Directors is informed of the Audit Committee's activities in a timely manner.

8. Reporting by the Audit Committee

The Audit Committee is responsible for reporting its activities or any other duties assigned by the Board of Directors. The Audit Committee's reports are important to the Board of Directors, shareholders, and general investors because they reflect the independent and straightforward opinions of the Audit Committee. This enables the Board to be confident that management has operated prudently, with due consideration for the equal interests of all shareholders.

1) Reporting to the Board of Directors

1.1) Report on regular activities so that the Board of Directors is informed of the Audit Committee's activities.

- Report on the Audit Committee's meetings, clearly stating the Committee's opinions on various matters. The Chairperson of the Audit Committee shall report the results of these meetings to the Board of Directors at the next Board meeting for acknowledgment.

The term "next meeting" refers to the following Board meeting, not the one specified in item 7. sub-item 1.1, and the Chairperson of the Audit Committee shall report such results to the Board of Directors only after the minutes have been finalized.

- Report on a summary of activities carried out during the year.
- Report on opinions concerning the financial statements, internal audit, and the internal audit process.
- Report on any other matters that the Audit Committee deems important for the Board of Directors to be informed of.

1.2) Report the findings immediately so that the Board of Directors can seek corrective action in a timely manner.

- Report on items involving conflicts of interest.
- Report on any concerns or suspicions of fraud, irregularities, or significant deficiencies in the internal control system.
- Report on any suspicions of violations of laws or regulations of the Securities and Exchange Commission or the Stock Exchange of Thailand.
- Report on any other matters that the Audit Committee deems important for the Board of Directors to be informed of.

2) Reporting to Regulatory Authorities

If the Audit Committee has reported to the Board of Directors any matters that have a significant impact on the company's financial condition and operating performance, and corrective action has been agreed upon with the Board and management, but such action is neglected without reasonable cause after the agreed deadline, any member of the Audit Committee may report the findings to the Securities and Exchange Commission (SEC) and/or the Stock Exchange of Thailand.

3) Reporting to Shareholders and General Investors

A report on the Audit Committee's activities conducted during the year, in accordance with the duties and responsibilities assigned by the Board of Directors, shall be prepared, signed by the Chairperson of the Audit Committee, and disclosed in the Company's annual report.

9. Performance Evaluation of the Audit Committee

The performance evaluation of the Audit Committee may be conducted through self-assessment, covering both the Committee as a whole and its individual members, which may take the form of a peer review. The results shall be reported to the Board of Directors, who may provide additional comments to further improve the Audit Committee's operations, enhance its effectiveness, and achieve the set objectives.

Additionally, the Audit Committee may consider, as deemed necessary and appropriate, engaging an independent and qualified external party or organization with relevant expertise to assist in evaluating the Committee's performance.

The performance evaluation of the Audit Committee shall be conducted annually, covering the Committee as a whole. The Audit Committee shall prepare a performance evaluation report to support its opinions and disclose it to shareholders in the company's annual report.

10. Review and Improvement of the Charter

The Audit Committee will review this charter annually and propose any amendments or revisions deemed appropriate for the Board of Directors' consideration and approval.

This charter shall be effective from July 29, 2018 onwards.

Committees

Absolute Clean Energy Public Company Limited