

(Translation)



Audit Committee Charter
Business Online Public Company Limited
As of 14 February 2025

Reviewed and Approved by the Board of Directors of Business Online Public Company Limited

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Audit Committee Charter

Business Online Public Company Limited

The Board of Directors of Business Online Public Company Limited (the “Company”) realizes the significance of Good Corporate Governance for business sustainability, and has thereby appointed the Audit Committee (the “Committee”) as the mechanism for monitoring its performance and management in order to ensure effective risk management, internal control, correct standards, transparency, and a reliable financial reporting system for the benefit of concerned investors and persons to comply with the guidelines and principles set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as the Best Practices, to serve as a framework for the Audit Committee to meet the expectations of shareholders, the Board of Directors, and external regulatory bodies, the details are as follows:

1. INTRODUCTION

- 1.1 The Audit Committee ("the Committee"), is a committee of the Board of Directors ("the Board") of Business Online Public Company Limited
- 1.2 The role of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: (a) the integrity of the Company's financial reporting; (b) the effectiveness of the Company's risk management and internal control systems; (c) the Company's compliance with legal and regulatory requirements; (d) the performance of the internal audit function; and (e) the qualifications, performance and independence of the external auditor.

2. COMPOSITION

The Audit Committee shall have the following composition:

- 2.1 The Audit Committee must consist of independent directors of the company.
- 2.2 The Committee must be approved by the Board.
- 2.3 The Committee shall be composed of at least three (3) independent directors, and at least one of these must have expertise and experience in accounting or finance.
- 2.4 The Head of the Internal Audit Department shall be the Secretary to the Committee unless the Committee designates otherwise.

3. Qualifications of the Audit Committee

The Audit Committee must meet the following qualifications:

- 3.1 Must be an independent director and meet the qualifications specified in the announcement of the Securities and Exchange Commission (SEC).
- 3.2 Must not be a director appointed by the Board of Directors to make decisions in the operations of the company, the parent company, subsidiaries, affiliated companies, related subsidiaries, major shareholders, or those with controlling power over the company.
- 3.3 Must not be a director of the parent company, subsidiaries, affiliated companies, or related subsidiaries that are public companies.
- 3.4 Must have sufficient knowledge and experience to perform the duties of an audit committee member as assigned. The audit committee member must be able to dedicate enough time to the work of the audit committee.

4. TERM OF APPOINTMENT

The Audit Committee holds the following positions:

- 4.1 Members of the Committee may hold their posts for 3 years. Members who vacate office at the end of their term may be re-elected. Membership will be automatically cancelled in the following situations:
 - 1) Death
 - 2) Resignation
 - 3) Disqualification under this charter
 - 4) Removal from office by resolution of the Board
- 4.2 A member who wishes to resign must tender his or her resignation to the Chairman of the Board for the Board's approval. If all of the members resign at the same time they must remain in office until a new Committee is appointed. If a member vacates office during the term of his or her appointment, the Board shall appoint a replacement within ninety (90) days in order to maintain the required number of members as set forth.

5. DUTIES AND RESPONSIBILITIES

The Committee has been given the following duties and responsibilities:

- 5.1 Review to ensure that the Company has accurate and adequate financial report.
- 5.2 Review to ensure that the Company has an appropriate and effective internal control system and internal audit system. The Committee considers the independence of the internal audit department as well as gives approval to consider the appointment, relocation or dismissal of the head of the internal audit department or other departments responsible for internal audit.

- 5.3 Review to ensure that the company complies with the law of securities and exchange, regulations or laws related to the company's business.
- 5.4 Review the Company's whistle-blowing system and arrangements by which employees and any other stakeholders may, in confidence, raise concerns about possible improprieties in financial reporting or other matters, and ensure that there is independent investigation into all whistleblower complaints with appropriate follow-up.
- 5.5 Investigate any circumstances reported by the external auditor where a director, executive or other person responsible for the Company's operations, is suspected of committing an offense under the Securities and Exchange Act (No.4), B.E. 2551. The Committee shall report the results of the preliminary investigation to the Board, the Office of the Securities and Exchange Commission (the "Office of the SEC"), and the external auditor within thirty (30) days from the date the suspicious circumstances were reported. The type of situations that must be reported, and the procedures for obtaining information pertinent to these, are listed in and must comply with the notifications of the Capital Market Supervisory Board.
- 5.6 If, during the performance of its duties, the Committee finds or suspects any of the following situations which may have a material impact on the Company's financial condition or operating results, it must report these to the Board for rectification within a period of time the Committee deems appropriate:
- (1) A transaction which causes a conflict of interest;
 - (2) Any act of fraud, irregularity, or material deficiency in an internal control system;
 - (3) An infringement of the law on securities and exchange, the regulations of the SET, or any law relating to the Company's business.
- 5.7 Review Report its performance to the Board at least four (4) times a year.
- 5.8 Consider, Select, Nominate, Re-enter and terminate an independent person to act as the Company's auditor. The Committee offers the compensation of the auditor and attends a meeting with the auditor without the Management at least once a year.
- 5.9 The Committee has the authority to summon members of the management or staff to provide opinions, attend meetings, or furnish the Committee with any documents deemed relevant and necessary.
- 5.10 The Committee has the authority to hire advisors or external personnel, in line with the Company's regulations, to provide opinions or advice as necessary.
- 5.11 Consider related transactions or items that may have conflicts of interest to ensure that the report is reasonable.
- 5.12 Review the policies and measures against bribery and corruption to ensure that the company has complied with legal obligations.
- 5.13 Prepare its annual report to be signed by the Chairman of the Committee and disclosed in the Company's annual report (as required by the SET). and must include at least the following information:

- (a) Opinion on the accuracy, completeness, and reliability of the company's financial statements.
 - (b) Opinion on the adequacy of the company's internal control system.
 - (c) Opinion on the compliance with securities and exchange laws, regulations of the stock exchange, or other laws relevant to the company's business.
 - (d) Opinion on the suitability of the external auditor.
 - (e) Opinion on transactions that may involve conflicts of interest.
 - (f) The number of Audit Committee meetings and the attendance of each committee member.
 - (g) General opinions or observations received by the Audit Committee from performing duties in accordance with the charter.
 - (h) Other matters that the shareholders and general investors should be aware of, under the scope of duties and responsibilities assigned by the Board of Directors.
- 5.14 Review this charter annually and propose it to the Board of Directors to approve any changes if necessary.
- 5.15 Perform any other act as assigned by the Board of Directors with the approval of the Audit Committee. In the event of a change in duties of the Audit Committee, the company notifies the resolution of changing duties and prepares a list of names and scope of works of the Audit Committee which has changed according to the form specified by the stock exchange and delivers to the stock exchange within 3 business days from the date of changes relied with the regulations of the Stock Exchange of Thailand regarding the reporting through electronic media.

6. MEETINGS

- 6.1 The Committee shall meet at least four (4) times a year. In calling a meeting, the Chairman or Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to every member at least seven (7) days in advance. However, if the matter is urgent, the Chairman can call a meeting without prior written notice.
- 6.2 One-half of the Committee shall constitute a quorum for the transaction of business. If the Chairman is absent or cannot perform his or her duties, the members who are present shall elect one of themselves to chair that particular meeting.
- 6.3 All decisions shall be made by majority vote. Each member shall have one vote. A member who has a conflict of interests is not entitled to vote on the matter under consideration. If the votes are evenly divided, the chairman of the meeting shall have the casting vote

7. EVALUATION OF THE AUDIT COMMITTEE' S PERFORMANCE

The company provides a self-assessment questionnaire for the Audit Committee's duties, allowing each committee member to evaluate their role and the effectiveness of the overall committee's oversight at the end of each year. The completed assessments must be returned to the company within the specified time frame, to gather the data and present it at the Audit Committee meeting and subsequently to the Board of Directors.

8. REPORTING BY THE AUDIT COMMITTEE

The Audit Committee is required to report its performance to the Board of Directors and provide an annual performance report to shareholders in the annual report, disclosing the following details:

8.1 The number of meetings held.

8.2 The number of meetings attended by each Audit Committee member.

8.3 The results of the performance according to the charter.

Reviewed and approved according to the resolution of the Board of Directors No. 1/2025
as of 14 February 2025

- *Min Intanate* -
Mr. Min Intanate
(Director and Executive Chairtman)

- *Banyong Limprayoonwong* -
Mr. Banyong Limprayoonwong
(Chairman of the Board of Directors)