

## **Audit Committee Charter**

### **Thai Poly Acrylic Public Company Limited**

The Audit Committee is appointed by the Board of Directors with the objective of assisting the Board in overseeing, monitoring, reviewing, and providing independent recommendations to ensure that the Company maintains good corporate governance, appropriate internal control, risk management, and internal audit systems. The Committee also ensures that the Company's financial reports are accurate, complete, and reliable; that operations are conducted efficiently, transparently, and in compliance with applicable laws, regulations, rules, and policies; and that adequate disclosures are made to foster confidence among shareholders, investors, financial institutions, business partners, and all stakeholders.

To enable the Audit Committee to perform its duties effectively, transparently, and in accordance with the principles of Good Corporate Governance, the Audit Committee Charter is established as follows:

#### **1. Composition and Qualifications of the Audit Committee**

1.1 All Audit Committee members must be Independent Directors of the Company and possess qualifications in accordance with the requirements of the Stock Exchange of Thailand (SET).

1.2 The Chairman of the Audit Committee and members of the Audit Committee shall be appointed by the Board of Directors.

1.3 The Audit Committee shall consist of at least three (3) Independent Directors appointed by the Board of Directors, with at least one (1) member possessing sufficient knowledge, understanding, or experience in accounting or finance to review the reliability of financial statements.

1.4 The Head of the Internal Audit Department shall serve as Secretary to the Audit Committee by position, and an Assistant Secretary may be appointed as appropriate.

## **2. Term of Office and Remuneration**

2.1 Audit Committee members shall serve a term of three (3) years and may be reappointed, subject to consideration of appropriateness, independence, and performance effectiveness.

2.2 An Audit Committee member shall vacate office upon:

- Expiration of the term of office;
- Ceasing to be a director of the Company;
- Death;
- Resignation;
- Lacking qualifications as specified in this Charter or SET requirements; or
- Resolution of the Board of Directors to remove such member.

2.3 Any Audit Committee member wishing to resign shall submit a written notice to the Chairman of the Board at least thirty (30) days in advance, stating the reasons for resignation, to allow the Board to appoint a qualified replacement, unless unavoidable circumstances prevent such notice.

2.4 In the event that all Audit Committee members vacate their positions, the outgoing members shall continue to perform their duties in an acting capacity until a new Audit Committee is appointed.

2.5 In the event that an Audit Committee member vacates the position before the end of the term, the Board of Directors shall appoint a qualified replacement to serve for the remaining term.

2.6 Remuneration of the Audit Committee shall be as approved by the shareholders' meeting and disclosed in the Company's annual report.

## **3. Quorum and Voting**

3.1 A meeting shall constitute a quorum when no less than half of the total number of Audit Committee members are present.

3.2 If the Chairperson of the Audit Committee is absent or unable to perform duties, the members present at the meeting shall elect one among them to act as the chairperson of the meeting.

3.3 Decisions shall be made by a majority vote. Each Audit Committee member shall have one vote.

3.4 Any Audit Committee member who has a conflict of interest in the matter under consideration shall not participate in the deliberation and shall have no voting rights on that agenda item.

3.5 In the event of a tie vote, the chairperson of the meeting shall have an additional casting vote.

3.6 The Secretary of the Audit Committee shall have no voting rights.

#### **4. Meetings and Agenda**

4.1 The Audit Committee shall convene at least four (4) meetings per year and may hold additional meetings as necessary.

4.2 Notice of meeting shall be circulated no less than seven days in advance, except in urgent cases.

4.3 The Audit Committee has the authority to request information, documents, and clarification from management, internal auditors, external auditors, or relevant persons.

4.4 In necessary circumstances, the Audit Committee may invite independent experts or professional advisors to attend the meeting, and the Company shall be responsible for all related expenses.

4.5 The Audit Committee shall hold a meeting with the external auditor, without management present at least once per year.

## **5. Scope of Authority, Duties, and Responsibilities**

5.1 Review of the Company's financial reporting to ensure accuracy and adequacy.

5.2 Review the effectiveness of internal control systems, risk management, and corporate governance practices.

5.3 Review compliance with applicable laws, regulations, and relevant requirements.

5.4 Consider, select, and propose the appointment or termination of the external auditor, including the determination of audit fees.

5.5 Review related party transactions and transactions that may involve conflicts of interest.

5.6 Oversee the independence of the internal audit function and provide opinions on the appointment, transfer, removal, and evaluation of the Head of Internal Audit.

5.7 Prepare the Audit Committee Report for disclosure in the Company's annual report.

5.8 If any transaction or action with a potentially significant impact is identified, report it immediately to the Board of Directors. Such matters include:

- Conflicts of interest;
- Fraud or significant deficiencies in internal control systems;
- Violations of laws or SET regulations.

If such matters are not appropriately rectified, the Audit Committee may report to the Securities and Exchange Commission (SEC) or the SET in accordance with applicable regulations.

5.9 Conduct a self-assessment of Audit Committee performance at least once a year.

5.10 Perform other duties as assigned by the Board of Directors, provided that such assignments do not compromise independence.

5.11 Review and oversee the Company's anti-corruption measures and whistleblowing system.

## **6. Reporting of the Audit Committee**

6.1 Report to the Board of Directors on a regular basis and report immediately when significant matters are identified.

6.2 Report to regulatory authorities when necessary, in accordance with applicable laws.

6.3 Disclose the Audit Committee's opinions to shareholders in the Company's annual report.

## **7. Performance Evaluation**

The Audit Committee shall conduct a self-assessment of its performance at least once a year and report the results to the Board of Directors for continuous improvement of its effectiveness.

This Audit Committee Charter was approved by the Board of Directors at Meeting No. 1/2026 on 26 February 2026 and shall be effective from 26 February 2026 onwards.



Mr. Kajornkiet Aroonpirodjanakul

Chairman of the Audit Committee