

AUDIT COMMITTEE CHARTER
OF
GMO-Z COM SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

The Board of Directors of GMO-Z com Securities (Thailand) Public Company Limited ("the Company") recognizes the importance of good corporate governance. In this regard, the Board of Directors has appointed the Audit Committee, which comprise of independent directors, and is responsible for investigating the company's business operations; reviewing the effectiveness of internal controls to ensure that the departmental operations are efficient, legitimate, and consistent with the best practices; the business administration is optimally operated with efficiency and effectiveness; reviewing the company's financial report with an auditor to ensure that the financial reports and information disclosure are credible, complete and accurate in accordance with relevant standards and requirements; demonstrating conviction and reliability to investors and stakeholders that the company has conducted business operations and thorough investigations in accordance with good corporate governance, justice, and transparency. The Board of Directors therefore deems it is appropriate to prescribe the Audit Committee Charter as follows:

1. Composition

- 1.1 The Audit Committee must consist of at least two directors who are not responsible for daily management and are appointed by the Board of Directors or shareholders' meetings.
- 1.2 The Audit Committee should have appropriate proficiency for the assignment.
- 1.3 The Board of Directors shall elect and appoint one member of the Audit Committee to be Chairman of the Audit Committee.
- 1.4 The Audit Committee may appoint a Secretary of the Audit Committee to assist with the Audit Committee's work relating to meeting appointment, agenda preparation, meeting document delivery, minutes of the meeting, and other duties as assigned by the Audit Committee.

2. Qualification

- 2.1 The Audit Committee shall be appointed by the Board of Directors or shareholders' meetings.
- 2.2 All members of the Audit Committee shall have the qualifications as stipulated in Public Law, Securities and Exchange Law and related Notification of Capital Market Supervisory Board.
- 2.3 All members of the Audit Committee should have sufficient knowledge and experience to perform their duties as the Audit Committee.
- 2.4 Having sufficient time to perform duties as the Audit Committee.
- 2.5 The Audit Committee must not have conflicts of interest or can use the Company's opportunities or information for their benefit, directly or indirectly.

3. Duties and Responsibilities

- 3.1 Reviewing the Company's financial report to ensure that it's accuracy, reliability, and adequate disclosure by coordinating with external auditor and executive directors who are responsible for preparing financial reports.
- 3.2 Reviewing the Company's internal control and internal audit systems to ensure that they are appropriated and effective, and to consider the independence of the internal audit unit as well as to propose the

- appointment, rotation, or termination the Chief of internal audit unit or any other related function who takes responsibilities to internal audit. Possibly suggesting a review or audit of any essential transactions, as well as proposing recommendations and corrective actions for improving the crucial internal control system to the Board of Directors by reviewing with external auditor and internal audit group.
- 3.3 Reviewing that the Company fully complies with the Securities and Exchange Act, the regulations of the SET, the policies, the regulations, and the law relating to the Company's business.
 - 3.4 Selecting and nominating the independent auditor as well as its remuneration to the Company's Board of Directors.
 - 3.5 Reviewing the Company's internal audit plan in accordance with the generally accepted methods and standards.
 - 3.6 Considering the related transactions or any transactions that may result in a conflict of interest in order to comply with the Securities and Exchange Act and the regulations of the SET, including the correctness and completeness of its information disclosure, to ensure that the transactions are reasonable and to the greatest benefit of the Company.
 - 3.7 Reviewing the accuracy of reference documents and the self-assessment form on business anti-corruption measures in accordance with the Private Sector Collective Action against Corruption (CAC) Project.
 - 3.8 Reviewing to ensure that the Company has appropriate and efficient risk management system.
 - 3.9 Preparing the Audit Committee report for disclosure in the Company's annual report. The report must be signed by the Chairman of the Audit Committee which must contain at least the following information:
 - a) Opinions on the accuracy, completeness, and reliability of the Company's financial reports.
 - b) Opinions on the adequacy of the Company's internal control system.
 - c) Opinions on compliance with the Securities and Exchange Act, SET's regulations, or other laws relevant to the company's operations.
 - d) Opinion on the auditor's suitability.
 - e) Opinions on the related transaction or items that may be subject to conflicts of interest.
 - f) The number of Audit Committee meetings and the attendance of each Audit Committee member.
 - g) The Audit Committee's overall opinions or observations gathered in the course of performing its duties under the Charter.
 - h) Other considerations for shareholders in accordance with the scope of duties and responsibilities delegated by the Board of Directors.
 - 3.10 Participating in the selection, deposition, and evaluation of the internal audit unit.
 - 3.11 Under the scope of duties and responsibilities, the Audit Committee has the ability to invite management and executives, as well as employees of related companies, to comment, attend meetings, or submit relevant or necessary documents.
 - 3.12 The Audit Committee may engage another professional advisor or specialist for independent opinion on the Company's expenses that have been approved by the Board of Directors of the Company as needed.
 - 3.13 Performing other activities as assigned by the Board of Directors in accordance with the Audit Committee's duties and responsibilities.
 - 3.14 Chairman of the Audit Committee and the Audit Committee must attend the Company's shareholders' meeting.
 - 3.15 Considering and reviewing the Audit Committee Charter to propose to the Board of Directors for approval at least once a year.

4. Terms of Positions

- 4.1 The term of the Audit Committee member is equal to the term of the Board of Directors.
- 4.2 Any members of the Audit Committee who have vacated their positions at the end of their terms may be reappointed.
- 4.3 If any Audit Committee members resign or are unable to take a position until the end of their term, the Board of Directors must appoint another director within 90 days from the Audit Committee's incomplete composition.
- 4.4 In addition to the above-mentioned terms, the Audit Committee member is vacated office when:
 - a) Departed
 - b) Resigned
 - c) Retired as a director of the company.
 - d) The Board of Directors has been resolved to vacate the position.
 - e) Disqualified from being an Audit Committee according to this charter or the rules of the SEC or being revoked by the SEC for approval of being a director.
- 4.5 When a member of the Audit Committee resigns before the term expires, the Audit Committee shall notify the company in writing along with reasons at least one month in advance, in order for the Board of Directors to consider appointing a replacement director.

5. Meeting

- 5.1 The Audit Committee Meeting shall be held at least two times per year to review matters according to duties and responsibilities, and it must be called at least three days in advance. Alternatively, the chairman of the Audit Committee convenes a special meeting to consider other matters deemed necessary and appropriate, possibly by inviting management, auditors, relevant persons, or those who deem appropriate to attend the meeting or request clarification on relevant matters.
- 5.2 A quorum of the Audit Committee Meeting is required attendance of no less than half of its members.
- 5.3 A member of the Audit Committee who has a conflict of interest in a matter shall not vote on that matter.
- 5.4 All resolutions of the Audit Committee Meeting shall be passed by the majority votes of the members presented at the meeting. In case of a tied vote, the Chairman of the meeting can cast another vote in determining the vote result. However, the dissenting opinion of the others who disagreed will be proposed to the Board of Directors.
- 5.5 The minutes of the meeting shall be reported to the next Board of Directors for acknowledgement.
- 5.6 The Secretary of the Audit Committee or assigned person is in charge of taking minutes.

6. Audit Committee Report

- 6.1 The Audit Committee shall report to the Board of Directors on their performance by proposing the minutes of the Audit Committee meeting to the Board of Director meeting for acknowledgement.
- 6.2 The Audit Committee shall report to the Board of Directors on areas for improvement within the period of time determined by the Audit Committee. If it is revealed or suspected that there are transactions or actions related to the Audit Committee's performance of duties that may have a material impact on the Company's financial position and operating results, as follows:
 - (1) Conflict of Interest

- (2) Corruption, irregularities, or inadequacy in a critical internal control system
- (3) Violation of the laws, or the SET's regulations, as well as other relevant laws

6.3 If the Audit Committee has reported to the Board of Directors on matters that have a significant impact on the financial position and operating results and has discussed the need for improvement with the Board of Directors and executives, the Audit Committee discovers that such improvement was ignored unreasonably within the specified time frame, any member of the Audit Committee may report the findings directly to the SEC.

7. Revision History

Date	Status	Details of Revision
22 August 2017	Cancelled	-
27 December 2018	Cancelled	- Revising number of meetings per year.
23 December 2021	Cancelled	- Revising the charter to conform to the listed company's rules, as prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission.
25 March 2022	Cancelled	- Changing Company name
11 May 2022	Cancelled	- Adding Clause 2.7 about conflicts of interest
16 February 2023	Effective	- An annual review by deleting the requirements of the listed company's rules, as prescribed by the Stock Exchange of Thailand, but it still complies with the minimum requirements as required by the Securities and Exchange Commission.

This Audit Committee Charter is effective since 16 February 2023 onwards.


Mr. Wilayut Chaiyaporn
Chairman of the Board of Directors