

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

The Internal Audit Charter is intended for staffs of the Internal Audit Group ("Internal Auditor"), the Board of Directors, executives, and all levels of employees of GMO-Z Com Securities (Thailand) Public Company Limited ("the Company") to understand the objectives, organizational structure and independence, authority, responsibility, right of Internal Audit, scope of work, performing audits and reporting on audit results, and internal auditor follow-up. Nonetheless, the internal audit charter must be approved by the Audit Committee.

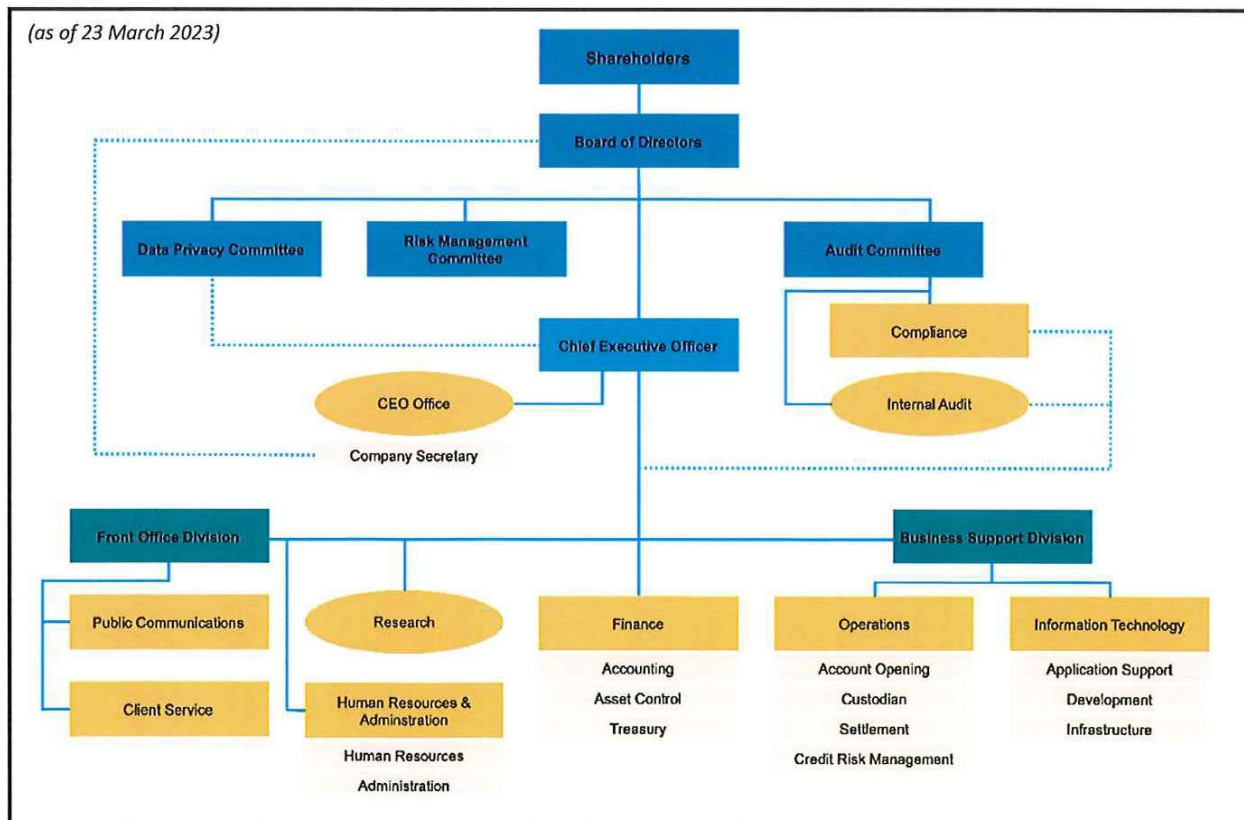
1. Objectives

Internal auditing is an independent and objective assurance and consulting activity that is intended to add value and improve the Company's operations. It assists an organization in achieving its goals by bringing a systematic, disciplined approach to evaluating and improving the effectiveness of risk management, internal control, and governance processes. In this regard, the Company's Internal Auditor is responsible for auditing the aforementioned internal controls, recognizing the importance of good corporate governance.

2. Organizational Structure and Independence

Internal audit will report functionally to the Audit Committee and administratively to the Board of Directors, Executive Chairman, and Chief Executive Officer. Furthermore, the Internal Auditor will communicate and interact directly with the Board of Directors, including in executive session and Board of Directors meetings as necessary. The organizational structure of the Internal Audit Group is depicted below.

(as of 23 March 2023)



Apart from auditing, the Internal Auditor will have no operational responsibilities. When assigned to perform duties other than auditing, it is deemed that such duties are not performed in the capacity of an internal auditor. As a result, the person who was assigned shall not inspect such department for a period of one year after the end of duty.

In order to perform the auditing efficiently, achieve the goal, and follow the audit plan, the audit activity, audit scope, procedure, timing, and content of the report must be independent of any other influence.

Internal auditor is independent in performance, reporting an audit opinion without any interest in the activities being audited, and should not be a director of any company committees that affect the independence of work and opinion. Internal auditor at all levels is authorized and permitted to access the Company's information, systems, and personnel in order to perform audits as needed and appropriate.

3. Authority

Internal auditor is primarily responsible for auditing the Company's operations which include administrative, finance and accounting, information technology areas, as well as collaborating with or supporting the operations of other departments. As a result, management at all levels is responsible for supporting the Internal Auditor's performance in order to achieve duties, objectives, and in the best interests of the company.

Internal auditor has no authority to prescribe policy, operating procedures, and internal control systems, or to amend to the audited unit's internal control system; such duties are the responsibility of the relevant management. Internal auditors are only responsible for advising.

Any documents and information obtained or known by internal auditors during the audit will be kept confidential and will not be disclosed to any other person without the permission of the relevant authority, except when required by law.

4. Responsibility

Internal auditor is functionally responsible to the Company's management and the Audit Committee for reporting the results of the assessment of the effectiveness of the internal control system and the risk management system, including important matters improvement, guidelines, and corrective action plans. Furthermore, the Internal Auditor must report performance results in accordance with the audit plan, as well as coordinate with other supervisory departments in the company. The following are the responsibilities of internal auditors:

- 4.1 Preparing the annual audit plan for proposing the Audit Committee for approval and the Board of Directors for acknowledgment.
- 4.2 Coordinating with the audited unit's management to participate in providing information and recommendations in order to utilize the audit results to improve the efficiency of operations.
- 4.3 Examining and evaluating the sufficiency and effectiveness of internal controls in finance and accounting, as well as operations, in order to achieve the audit plan, including special audit matters requested by the Audit Committee, Board of Directors, and/or the Executive Committee.
- 4.4 Reporting the audit result and work progress comparing with the audit plan. In case of important matter, Internal Audit shall report to management immediately.

- 4.5 Cooperating and providing information as necessary to Audit Committee and company's management to fulfill its responsibility with respect to the internal audit.
- 4.6 Auditing and reviewing to ensure that the operation is in accordance with the anti-corruption policy, guideline, authorization, laws, and regulators' rules.
- 4.7 Investigating any abnormality that may cause damage, as well as other tasks delegated by the Audit Committee and/or the Company's management.

5. Right of Internal Audit

- 5.1 Internal Auditor has the authority to access people, data, documents, evidence, assets, and operational activities, including inquiring about the matter being audited for clarification from relevant workers, as well as attending meetings with executives about the Company's policies and operations.
- 5.2 Determining audit activities, audit scope, and audit techniques as appropriate.
- 5.3 Being supported in the company's people and other services in order to perform internal audits effectively and efficiently.

6. Scope of Work

To ensure that the Company's risk management, internal control, and corporate governance are adequate and effectively implemented in accordance with the following objectives.

- 6.1 Identification, assessment, and management of risks are all appropriate.
- 6.2 Material information in terms of financial, administrative and operational are prepared accurately, reliably and timely manner.
- 6.3 Operations are efficient and effective in accordance with the Company's policies, guidelines, and procedures as well as the relevant laws and regulations. It is also consistent with the Audit Committee's recommendations or opinions.
- 6.4 Resources and assets are procured in an economical, efficient, and cost-effective manner, with adequate monitoring and prevention.
- 6.5 All plans, projects and objectives have been accomplished as planned
- 6.6 All processes and control activities are continually improved in terms of quality.

7. Performing Audits

Performing audits in accordance with the audit scope in order to comply with internal audit standards and internal auditor ethics.

8. Reporting on audit results, and internal auditor follow-up

The assigned Internal Auditor is responsible for preparing and submitting the internal audit report to the Audit Committee for acknowledgement at least quarterly and for approval at least once a year, as well as submitting the report to the Board of Directors, Executive Chairman, and Chief Executive Officer for acknowledgement and determination in a timely manner. If the discovered issue may cause harm to the company, it must be reported immediately.

The assigned Internal Auditor must summarize the audit finding's detail and cause, impact, corrective action, and recommendation in the aforementioned report, including management response and completion date. They will follow up on such audit findings within a reasonable time frame.

9. Revision History

Date	Status	Details of Revision
26 September 2017	Cancelled	-
17 February 2022	Cancelled	<ul style="list-style-type: none">- Reviewing and revising the charter to conform to with the internal audit standards of the Institute of Internal Auditors of Thailand.- The charter was approved by the Audit Committee Meeting No. 1/2022.
6 May 2022	Cancelled	- Changing the Company's name due to public conversion
16 February 2023	Cancelled	- An annual review
26 May 2023	Effective	- Revise Organization Chart

This Audit Committee Charter is effective from 26 May 2023 onwards.
