-English Translation-

IT City Public Company Limited

Audit Committee Charter

Revision History

Revision No.	Date	Edited Sections	Reason for Change
01	11/5/2021	Revised in accordance with the resolution of the Board of Directors' Meeting No. 3/2008 held on 6 August 2008.	Official Version
02	7/11/2025	1) Revised the qualifications of the Audit Committee (Clause 4) 2) Added duties and responsibilities of the Audit Committee (Clauses 9, 10, 11, and 12) 3) Added provisions regarding meetings (Clause 7)	1) To ensure alignment with the Charter of the Board of Directors 2) To enhance the comprehensiveness of the Committee's operations 3) To ensure consistency with the Anti-Corruption Policy

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1. Objective

The Audit Committee is a sub-committee of the Board of Directors, performing duties as assigned by the Board. The Committee operates independently in accordance with the principles of good corporate governance and international standards, to ensure that the Company's operations are conducted efficiently and effectively in achieving the established objectives.

2. Composition and Appointment

1) The Audit Committee shall consist of not fewer than three independent directors of the Board. At least one member of the Audit Committee must possess adequate knowledge and experience to review the reliability of the Company's financial statements.
2) The Board of Directors shall appoint the members of the Audit Committee and designate one of them as the Chairman of the Audit Committee.
3) The Audit Committee shall appoint the Head of the Internal Audit Department as the Secretary to the Audit Committee. The Secretary is responsible for preparing and organizing the Audit Committee meetings, distributing meeting documents, and recording the minutes of the meetings. The Secretary to the Audit Committee shall attend the meetings but has no voting rights.

3. Qualifications

1) Shall hold not more than 1 percent of the total voting shares of the Company, the parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. The shareholding of related persons of each Audit Committee member shall be included in this calculation.
2) Shall not be, nor have ever been, a director involved in the management, an employee, a staff member, a salaried advisor, or a controlling person of the Company, its parent company, subsidiaries, associated companies, major shareholders, or any entity that may have a conflict of interest with the Company, unless such relationship has ended for not less than two years prior to the appointment.
3) Shall not be a person who has a blood or legal relationship in the nature of a parent, spouse, sibling, or child, including the spouse of a child, of an executive, major shareholder, controlling person, or any person being nominated as an executive or controlling person of the Company or its subsidiaries.
4) Shall not have, nor have had, any business relationship with the Company, the parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in a manner that may interfere with independent judgment, and shall not be or have been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, unless such relationship has ended for not less than two years prior to the appointment.
5) Shall not be, nor have ever been, an auditor of the Company, the parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person, or partner of an audit firm having auditors of the Company,

its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, unless such relationship has ended for not less than two years prior to the appointment.

6) Shall not be, nor have ever been, a provider of any professional services, including legal or financial advisory services, receiving service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons, and shall not be a significant shareholder, controlling person, or partner of such professional service provider, unless such relationship has ended for not less than two years prior to the appointment.

7) Shall not be a director appointed as a representative of the Company's directors, major shareholders, or shareholders related to major shareholders.

8) Shall not engage in a business of the same nature and in significant competition with the business of the Company or its subsidiaries, nor be a significant partner in a partnership, or a director involved in management, employee, staff, salaried advisor, or shareholder holding more than 1 percent of the total voting shares of another company operating a business of the same nature and in significant competition with the Company or its subsidiaries.

9) Shall not have any other characteristics that would prevent the ability to express an independent opinion on the Company's operations. In general, "independent opinion" means the ability to express opinions or provide reports on assigned duties without regard to any interests related to property or position, and without being under the influence of any person or group of persons, or under any circumstance that may prevent straightforward and honest expression of opinion.

4. Term of Office and Termination

1) Each Audit Committee member shall serve a term of two (2) years per appointment.

2) An Audit Committee member shall vacate office upon the occurrence of any of the following:

   2.1) Death

   2.2) Resignation

   2.3) Termination of directorship as a member of the Board of Directors

   2.4) Resolution of the Board of Directors for removal from office

   2.5) Loss of qualifications required for an Audit Committee member

3) In the event that an Audit Committee member vacates office prior to the expiration of the term, or the number of members falls below the required composition, the Board of Directors shall appoint a replacement within three (3) months from the date the vacancy occurs. The newly appointed member shall hold office for the remaining term of the member being replaced.

4) In the case where an Audit Committee member vacates office due to cessation as a director of the Company but is subsequently re-elected as a director, such person shall be reinstated as an Audit Committee member accordingly.

5. Duties and Responsibilities

1) To review and ensure that the Company's financial reporting is accurate and adequately disclosed by coordinating with the external auditors and management responsible for preparing quarterly and

annual financial reports. The Audit Committee may recommend that the auditors review or examine any transaction deemed necessary and material during the audit process.

2) To review and ensure that the Company has an appropriate and effective internal control and internal audit system, as well as to consider the independence of the internal audit function. The Committee shall also approve the appointment, transfer, or termination of the Head of the Internal Audit Department or any other unit responsible for internal audit.

3) To review the Company's compliance with the Securities and Exchange Act, the regulations of the Stock Exchange of Thailand, and other laws relevant to the Company's business operations.

4) To consider, select, and nominate an independent person to serve as the Company's external auditor, propose the auditor's remuneration, and meet with the auditor without the presence of management at least once a year.

5) To review related-party transactions or transactions that may involve conflicts of interest to ensure compliance with laws and the regulations of the Stock Exchange of Thailand, and to confirm that such transactions are reasonable and in the best interests of the Company.

6) To prepare the Audit Committee Report for disclosure in the Company's Annual Report, which shall be signed by the Chairman of the Audit Committee and shall include at least the following information:

   6.1) Opinion on the accuracy, completeness, and reliability of the Company's financial statements;

   6.2) Opinion on the adequacy of the Company's internal control system;

   6.3) Opinion on compliance with the Securities and Exchange Act, the Stock Exchange's regulations, and other relevant laws;

   6.4) Opinion on the appropriateness of the external auditor;

   6.5) Opinion on transactions that may involve conflicts of interest;

   6.6) The number of Audit Committee meetings held and attendance of each member;

   6.7) Overall opinions or observations received from the Committee's performance in accordance with the Charter; and

   6.8) Other matters deemed necessary for shareholders and investors to be informed of, within the scope of duties and responsibilities assigned by the Board of Directors.

7) To perform any other duties assigned by the Board of Directors with the consent of the Audit Committee.

8) To regularly report the Audit Committee's performance to the Board of Directors at least once every quarter.

9) To review and ensure that the Company has an effective and systematic risk management process that adheres to appropriate standards and delivers efficiency and effectiveness. The Committee shall discuss with management the Company's key risk management policies and assessments, including risks related to fraud and corruption.

10) To review the Company's self-assessment regarding anti-corruption measures under the Thai Private Sector Collective Action Against Corruption (CAC) framework.

11) The Audit Committee shall evaluate its performance both as a group and on an individual basis for continuous improvement and report the evaluation results to the Board of Directors at least once a year.

12) To review the Audit Committee Charter at least once a year and, in the case of any amendments or updates, submit the revised Charter to the Board of Directors for approval.

6. Meetings

1) The Audit Committee shall hold meetings at least once every quarter.
2) The Chairman of the Audit Committee may call additional meetings upon the request of any Audit Committee member, the Head of Internal Audit, the external auditor, or the Chairman of the Board, when there are matters requiring joint discussion.
3) A quorum for an Audit Committee meeting shall consist of not less than one-half of the total number of Audit Committee members.
4) In the event that the Chairman of the Audit Committee is absent or unable to perform duties, the members present shall elect one of the attending members to act as the Chairman of the meeting.
5) Resolutions of the meeting shall be passed by a majority vote of the Audit Committee members present and entitled to vote. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote.
6) The Audit Committee may invite relevant persons to attend meetings to provide explanations, opinions, or documents as deemed necessary in relation to the agenda under consideration.
7) In urgent cases, the Audit Committee may report any significant findings from internal audits directly to senior management and the Board of Directors by convening a special meeting.

This Audit Committee Charter has been considered and approved by the Board of Directors at the Board of Directors' Meeting No. 5/2025 held on 7 November 2025.

Mr. Vichit Yanamorn

Chairman of the Board of Directors

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