SUPALAI PUBLIC COMPANY LIMITED

Audit Committee Charter

The Board of Directors of Supalai Public Company Limited attaches importance to Good Corporate Governance and has therefore appointed the Audit Committee to provide assistance in supervising the Company's operations so as to be in the right direction with transparency and bring about benefits to the investors and all parties concerned. In order to be in line with the policy of the Securities and Exchange Commission and/or the Stock Exchange of Thailand and to be in compliance with anti-corruption measures, the Board of Directors of the Company has accordingly set out the duties and responsibilities as well as the scope of operations of the Audit Committee as follows:

1. The Committee Composition

1.1 Audit Committee members must be independent directors.

1.2 The Audit Committee must consist of at least 3 members, and at least 1 member must have knowledge on finance and accounting.

2. The Qualifications of Audit Committee

2.1 Appointed by the Board of Directors or the shareholders of the Company to be the Audit Committee members and be independent directors.

2.2 Hold shares of not more than 0.5 percent of the voting shares of the Company, subsidiary companies, associated companies, or any juristic persons with potential conflict, including the shares held by related persons of such independent director.

2.3 Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person with control over the Company, subsidiary companies, associated companies, or juristic persons with potential conflict, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director.

2.4 Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring, including spouse of offspring of an executive or major shareholder, controlling person, or a person who will be nominated as executive or controlling person of the Company or subsidiary companies.

2.5 Must not have nor have ever had any business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a major shareholder, a non-independent director or an executive of those with business relationship with the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, unless having been relieved from such title for not less than 2 years before the date of filing an application with the Office of the Securities and Exchange Commission.

2.6 Must not be nor have ever been an auditor of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts, and is not a major shareholder, a non-independent director, an executive, or a managing partner of the audit firm where the auditors of the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts are working for, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director.

2.7 Must not be nor have ever been a provider of any professional service, including a legal consultant or financial consultant, with remuneration in excess of Baht2 million per annum from the Company, subsidiary companies, associated companies, or juristic persons with potential conflicts. Where the provider of professional service is a juristic person, it shall include the major shareholders, non-independent directors, executives, or managing partners of such professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment as independent director.

2.8 Must not be a director appointed as the representative of the Company directors, major shareholders, or any shareholders who are connected persons of the major shareholders of the Company.

2.9 Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the Company.

2.10 The Independent Director who are qualified according to 2.1 - 2.9 may be assigned by the Board of Directors to make decision on the operations of the Company, the operations of the subsidiaries, associated companies or juristic entities which may have a conflict. The decision could be made in the form of panel.

3. Term of Office and Retirement

3.1 The newly appointed Audit Committee (after the term of current Audit Committee has expired) shall hold the position for a term of 3 years. The Audit Committee member who retires at the end of the term may be reappointed.

3.2 In case of vacancy in the Audit due to the reason other than the expiration of the term, the Board of Directors shall appoint a director who is qualified according to the requirement of the Securities and Exchange Commission Thailand and / or the Stock Exchange of Thailand to fill in such vacancy to serve the remaining term of the position.

3.3 If any member of the Audit Committee wishes to resign before the end of the term, the Company shall be notified in advance, not less than 30 days, in order for the Board of Directors to appoint a replacement. The Board of Directors shall appoint a new Committee member immediately or within 3 months from the resigning date of such Audit Committee member. The Company has to report to the Stock Exchange of Thailand about the resignation with a copy of the resignation letter immediately.

4. Meetings and Quorum

4.1 To constitute a quorum, not less than one-half of the total members of the Audit Committee must attend the meeting each time.

4.2 If the Chairman is not present at the meeting, or unable to perform his duties, the Audit Committee members attending the meeting must select one of member of the Audit Committee to be the Chairman of the meeting.

4.3 The Audit Committee meeting shall be held at least 10 times per year, and the chairman of the Audit Committee may call a special meeting to consider the urgent issue as deemed fit.

4.4 The Secretary of the Audit Committee and / or participants other than members has no right to vote in the meetings of the Audit Committee.

5. Scope of Duties and Responsibilities

The Audit Committee has the duties assigned by the Board of Directors as Follows:

5.1 To review for the Company to ensure the accuracy and sufficient disclosure of the reports on both financial and non-financial performance while offering opinions and management guidelines to ensure appropriateness and transparency of the Company's operations.

5.2 To review for the Company to ensure proper and effective internal control and internal audit. Consider the independence of internal audit department, as well as to approve the appointment, transfer, dismissal of the head of internal audit department or any other departments responsible for internal audit work.

5.3 To review for the Company to ensure compliance with the laws governing securities and exchange of Thailand, requirements of the Stock Exchange or any laws related to the Company's business.

5.4 To review effectiveness and suitability of the risk management while providing recommendations and following up with significant progress systematically.

5.5 To review and ensure that the Company has internal control measures in place, including the oversight of information technology risks, cybersecurity, and the application of new technologies such as Artificial Intelligence (AI), as well as to conduct risk assessments, provide recommendations, and regularly report audit results regarding anti-corruption measures to the Board of Directors.

5.6 To select and propose for appointment of an independent person to act as the Company's auditor, and to offer remuneration for such person, as well as to attend meeting with the auditor at least once a year without a presence of the management.

5.7 To consider connected transactions or transactions with potential conflict so that they are in compliance with laws and regulations of the Stock Exchange of Thailand, to ensure that such transactions are reasonable and for maximum benefit of the Company.

5.8 To prepare report of the Audit Committee, disclosed in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee and must comprise at minimum the following information:

5.8.1 Opinions in respect of the accuracy, completeness, reliability, of the Company's financial reports and non-financial reports.

5.8.2 Opinions about Risk Management.

5.8.3 Opinions regarding the adequacy of the Company's internal control system.

5.8.4 Opinions about compliance with the laws governing securities and exchange, requirements of the Stock Exchange of Thailand or laws relevant to the Company's business.

5.8.5 Opinions about transactions with connected transactions which might contain conflicts of interest.

5.8.6 Opinions about Implementation of counter-corruption measures.

5.8.7 Opinions about Internal audit.

5.8.8 Opinions about the suitability of the auditor.

5.8.9 Numbers of meeting of the Audit Committee and attendance by each committee member.

5.8.10 Opinions or remarks in whole obtained by the Audit Committee from performing duties under the charter.

5.8.11 Other items that should be known by its shareholders and general investors under the scope of duties and responsibilities assigned by the Board of Directors.

5.9 The Audit Committee has the right to attend trainings or to participate in activities in order to increase knowledge on concerning work by using the Company's resources.

5.10 To review and amend the Audit Committee Charter and propose to the Board of Director for approval.

6. Any Other Operations Assigned by the Board of Directors with the Audit Committee's Approval

In performing duties, the Audit Committee is responsible directly to the Board of Directors. The Board of Directors also has responsibility for the operations of the Company to the third party.

In performing duties, if the Audit Committee has found or suspected that there are items or acts relating to 1) Items with a conflict of interest 2) Dishonest acts or irregularity or major defects in an internal control system 3) Breach of the Securities and Exchange Act, requirements of the Stock Exchange of Thailand or the laws relating to the business of the Company, which may have a significant impact on the financial position and operational results of the Company. The Audit Committee shall report to the Board of Directors for rectification and improvement within the time deemed appropriate by the Audit Committee.

If the Board of Directors or the executives do not take any actions to ensure the rectification in time, one of the Audit Committee members may report on such item or action to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

7. Reporting

After each meeting of the Audit Committee, the Secretary of the meeting shall summarize the opinions and comments of the meeting and submit to the Company's Board of Directors for acknowledgment and / or for consideration.

8. Miscellaneous

- The Audit Committee has the authority to invite the executives, related persons or auditors to attend a meeting to provide additional explanation and information.
- The Audit Committee may seek independent opinion from any other professional advisors as deemed necessary with the Company's expense.
- The Audit Committee are in charge of consideration and providing opinions on the appointment, transfer, considering of merit or dismissal of the internal audit manager.

Announced on September 8, 2026

Prateep Tangmatitham

(Dr. Prateep Tangmatitham)

Chairman of the Board of Directors