

ZEN Corporation Group Public Company Limited

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(Translation)

## Charter of the Audit and Corporate Governance Committee

### objective

Zen Corporation Group Public Company Limited (the "**Company**") attaches great importance to the sound corporate governance system. The Audit and Governance Committee is considered an important mechanism of the good corporate governance system. Therefore, the Board of Directors appointed the Audit and Governance Committee. To supervise the operation. The management must be standardized and in the right way. It also ensures that there is a reliable information reporting system with an appropriate internal control system that will benefit all parties involved.

Therefore, the Board of Directors has established the Charter of the Audit and Governance Committee. as follows

### Composition of the Audit and Governance Committee

1. The Audit and Governance Committee must consist of at least 3 independent directors who are qualified and do not have prohibited characteristics in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand .
2. At least 1 member of the Audit and Governance Committee Must have sufficient knowledge and experience in accounting or finance to be able to review the reliability of financial statements and have continuous knowledge of the reasons for changes in financial reporting.
3. The Appoint the Head of the Internal Audit Department or a person approved by the Audit and Governance Committee as the Company shall be the Secretary of the Audit and Governance Committee.

### Term of office

1. The Audit and Governance Committee has a term of office and is retired according to the term. The term of office and resignation of the Company's directors as stipulated in the Company's Articles of Association shall not exceed 9 years.

2. The Audit and Governance Committee members who have retired from office may be reappointed as the Board of Directors or the shareholders' meeting deems appropriate.
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4. The Audit and Governance Committee members who have retired from office may be reappointed as the Board of Directors or the shareholders' meeting deems appropriate.
5. The Audit and Governance Committee who has retired from office shall remain in office to continue to perform their duties until a director is appointed to replace him. Except in the case where the term of office of the Director has expired but is not re-elected to serve as the Director of the Company.
6. In the event that the position of the Audit and Governance Committee becomes vacant, the Board of Directors shall elect a director who is qualified and does not have any prohibited characteristics in accordance with the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand to be the Audit and Governance Committee instead. The Audit and Governance Committee that takes over will only be in office for the remaining term of the Audit and Governance Committee that he or she represents.

#### **Operational Authority**

1. To consider the selection and nomination of auditors and auditors' remuneration to the Board of Directors for appointment from the General Meeting of Shareholders as well as to evaluate the performance of the auditors.
2. Approve the appointment, transfer, management in the Internal Audit Department
3. The Company has the right to access information at all levels of the Company and its subsidiaries, including inviting executives, employees or related persons to attend meetings and provide relevant information. Under the performance of the scope of authority and duties assigned by the Board of Directors.
4. Able to seek an independent opinion from a specific auditor or professional advisor. To seek advice, consultation or opinion as deemed appropriate by the Audit and Governance Committee. At the company's expense.

#### **Duties and Responsibilities**

1. Internal Control and Risk Management

- 1.1. Review the Company and its subsidiaries to have an appropriate and effective internal control system and internal audit system in line with the Company's risk management policies and activities.
- 1.2. Review the internal process regarding the receipt of whistleblowing and receipt of complaints.
- 1.3. Acknowledges the internal audit report for matters related to preventive, audit, and troubleshooting measures, and in the event of damage or damage to the Company and its subsidiaries.
- 1.4. Consider with the internal auditor and the auditor that there is a plan to review the methods and controls of electronic data processing and inquire about the security program specifically to prevent fraud or misuse of computers by employees, subsidiaries or third parties.
- 1.5. Review the Good Corporate Governance Policy and Code of Conduct to ensure that it is up-to-date and suitable for the business of the Company and its subsidiaries and in line with the guidelines of the Capital Market Supervisory Board. The Securities and Exchange Commission and the Stock Exchange of Thailand At least once a year .
- 1.6. Require monitoring and evaluation of the performance of duties in accordance with the Good Corporate Governance Policy, Code of Conduct of the Company and its subsidiaries, and process the annual corporate governance assessment. Present to the Board of Directors and present opinions and suggestions.
- 1.7. Acting as an investigation committee in case the Company's directors violate or fail to comply with the anti-corruption policy. In the event that the investigation of the facts is considered at any time. There are directors who violate or do not comply with this policy as independent directors. The independent director is prohibited from becoming an investigation committee at that time.
2. Compliance with laws and regulations
  - 2.1. Review the Company's operations to comply with the Securities and Exchange Act. The Company also reviewed the Company's subsidiaries to comply with the rules set forth in the control policy and corporate governance mechanism in which the Company invested.

- 2.2. To consider and review the transaction between the two parties. Connected Items Acquisition, disposal of assets or transactions that may have a conflict of interest shall comply with the law. Relevant regulations and requirements of the Stock Exchange of Thailand. The Securities and Exchange Commission and the Capital Market Commission to ensure that such transactions are reasonable and in the best interests of the Company, as well as to monitor the acquisition or disposal of assets with significant value (MT) and transactions with connected persons (RPT). The Audit and Governance Committee may have to take action to curb such behavior as soon as possible and immediately notify the facts to the Office of the Securities and Exchange Commission.
- 2.3. Review the Company and its subsidiaries to have an effective anti-corruption process in accordance with the guidelines of various regulatory agencies, including a self-assessment review of anti-corruption measures as reviewed and evaluated by the audit agency.
- 2.4. Investigate and analyze the impact and issues, as well as determine measures to prevent if a report is received from the auditor in case of suspicious circumstances under Section 100 of the Constitution. 89/25 of the Securities Act and immediately report to the Office of the Securities and Exchange Commission. When notified by the auditor.
- 2.5. Consider giving opinions and monitoring the use of funds raised in accordance with the objectives disclosed by the Company.
3. Financial Reporting
  - 3.1. Review for the Company and its subsidiaries Financial reporting is accurate and adequately disclosed in accordance with financial reporting standards.
  - 3.2. Assess the appropriateness of accounting principles used in financial reporting.
  - 3.3. Consider the quarterly/annual financial statements. Related Financial Reports Accounting Principles and Accounting Practices Compliance with Accounting Standards Existence of the business Major accounting policy changes Management's reasons for setting the accounting policy before presenting it to the Board of Directors for dissemination to shareholders and general investors

#### 4. Supervision of the performance of auditors and internal auditors

##### 4.1. auditor

- Meeting with the auditor to acknowledge the annual audit plan. Audit Plan of the Company and its subsidiaries Coordination procedures of various related audit plans, evaluation of audit results. Report on the results of the review of the quarterly financial statements Results of the Annual Financial Statement Audit Discussion of problems and obstacles that may be encountered from the performance of the auditor should be held with the auditor without the participation of the management. At least once a year .
- To consider proposing the appointment and dismissal of independent companies and/or persons to act as auditors and to consider proposing remuneration for such persons.
- Consider hiring companies related to auditors and consider remuneration for accepting jobs other than auditing.

##### 4.2. Internal Auditor

- Consider together with the internal auditor any problems or limitations that arise during the Audit and review the performance of internal auditors.
- Consider the independence of the Internal Audit Department, as well as approve the appointment, transfer, and dismissal of the Management in the Internal Audit Department
- Meet with the Head of Internal Audit without the presence of management at least once a year to discuss important issues.
- Review and approve the Charter of the Internal Audit Function at least once a year.
- To consider and approve the annual budget, manpower rate and resources necessary for the operation of the Internal Audit Department.
- Approve the annual audit plan, including considering and approving the review and modification of the audit plan in significant areas.
- Supervise the Internal Audit Department to operate in accordance with the approved annual audit plan and in accordance with international standards in the performance of the internal audit profession.

- Evaluate the quality of internal audit operations on an annual basis, including conducting an assessment of the quality of internal audit operations from independent individuals from outside the organization. At least once every 5 years.
- Conduct an annual performance evaluation General Manager of the Internal Audit Department and Internal Audit Director
- Review the Key Performance Indicators (KPIs) of the Internal Audit Department annually

## 5. Reporting

5.1. Prepare a report of the Audit and Governance Committee for disclosure in the Company's annual report, which must be signed by the Chairman of the Audit and Governance Committee and must contain at least as follows

- Opinions on the accuracy, completeness, and reliability of the Company's financial reports.
- Opinion on the adequacy of the Company's internal control system
- Opinion on Compliance with the Law on Securities and Exchange The requirements of the Stock Exchange or laws related to the Company's business.
- Opinion on the suitability of the auditor
- Comments on items that may have a conflict of interest
- Number of Audit and Governance Committee Meetings and Attendance of Each Audit and Governance Committee Member
- Overall opinion or observation received by the Audit and Governance Committee from the performance of its duties under the Charter
- Other items that shareholders and general investors should be aware of Within the scope of duties and responsibilities assigned by the Board of Directors.

5.2. In the performance of the duties of the Audit and Governance Committee. If there is any transaction or action that may have a significant impact on the financial position and operating results of the Company and its subsidiaries, the Audit and Governance Committee shall report to the Board of Directors for improvement within the time deemed appropriate by the Audit and Governance Committee.

- Conflicts of Interest
- Corruption or there are irregularities or major deficiencies in the internal control system.
- Violation of the Law on Securities and Exchange of Thailand Requirements of the Stock Exchange of Thailand The Securities and Exchange Commission or the Capital Market Supervisory Commission or laws related to the business of the Company and its subsidiaries.

If the Board of Directors or the management does not take corrective action within the above period, the Company shall not be able to make any corrections. A member of the Audit and Corporate Governance Committee may report any of the above transactions or actions to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

- 5.3. The Chairman of the Audit and Governance Committee shall report on the performance of the Audit and Governance Committee. to the Board of Directors meetings for acknowledgment or consideration on a regular basis.
6. Other aspects
    - 6.1. Perform any other duties as required by law or to be further established in the future.
    - 6.2. Perform any other tasks that the Board of Directors may assign with the approval of the Audit and Governance Committee and the order must be in writing.
    - 6.3. Review the Charter of the Audit and Governance Committee at least once a year to present for approval from the Board of Directors.
    - 6.4. Evaluate the performance of the Audit and Governance Committee annually (Self-Assessment) and present the results of the assessment to the Board of Directors.

#### **Meeting Methodology**

1. The Audit and Governance Committee shall meet at least 4 times a year.
2. In convening a meeting of the Audit and Governance Committee, the Chairman of the Audit and Governance Committee or the Secretary of the Audit and Governance Committee shall be appointed as the Chairman of the Audit and Governance Committee. By order of the Chairman

3. of the Audit and Governance Committee. Send the notice of meeting to the Audit and Governance Committee not less than 7 days before the date of the meeting, unless it is urgently necessary, notify the meeting by other means or set the meeting date earlier.
4. The Chairman of the Audit and Governance Committee may call a special meeting of the Audit and Governance Committee. If requested by the Audit and Governance Committee. Internal auditors, auditors or the Chairman of the Board of Directors shall consider issues that need to be discussed together.
5. There shall be an official meeting at least twice a year . between the Audit and Governance Committee and the Risk Management Committee to ensure that corporate risk management and internal audit have a consistent work direction.
6. Audit and Governance Committee Meeting At least two-thirds of the number of directors appointed by the Company must attend the meeting, so that the quorum is complete.
7. In the event that the Chairman of the Audit and Governance Committee is absent from the meeting or is unable to perform his duties. The Audit and Governance Committee present at the meeting shall elect one of the Audit and Governance Committee members to chair the meeting.
8. The decision of the meeting to hold a majority vote If the votes are equal, the Chairman of the meeting shall cast one additional vote as a decision.
9. Audit and Governance Committee in which they have an interest in any matter? There is no right to vote on that matter.
10. The Secretary of the Audit and Governance Committee does not have the right to vote.

#### **Evaluation of the Audit and Governance Committee**

In evaluating the performance of the Audit and Governance Committee, it may use its own performance evaluation method. (Self - Assessment) The Company evaluates the overall results on a faculty and individual basis and reports the results of the evaluation to the Board of Directors annually.

This Charter came into effect on May 15, 2025 with the approval of the Board of Directors Meeting no. 4/2025.



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( Mr. Prawit Kijpaisalrattana )

Chairman of Audit and Corporate Governance Committee