บริษัท แพรนด้า จิวเวลรี่ จำกัด (มหาชน)
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Charter of the Audit Committee

Pranda Jewelry Public Company Limited has appointed the Audit Committee, a subcommittee of the Board of Directors, following the good corporate governance which is in accordance with the criteria of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). The Charter of the Audit Committee is established to enhance credibility to the shareholders, investors and stakeholders and to ensure that business operations are carried out efficiently and effectively with integrity and transparency towards the highest benefits of the Company's stakeholders.

1. Purpose

To assist the Board of Directors of Pranda Jewelry Public Company Limited in fulfilling the responsibilities for financial reporting process, internal control system, risk management, the audit process, and the Company's process for monitoring compliance with laws and regulations and the Code of Conduct as well as anti-corruption policies. In addition, to strengthen the Company with good corporate governance towards efficiency and effectiveness in business operations, increase corporate values and to serve as balancing mechanism for management and decision process to become more systematic and transparent to lead trust and reliability from all involved parties of the Company.

2. Composition

(1) The Audit Committee shall consist of not less than 3 directors.

(2) The Audit Committee shall be appointed by the Board of Directors or the Company's shareholders.

(3) The secretary of the Audit Committee shall be appointed by the approval from the Audit Committee.

3. Qualifications

(1) The Audit Committee shall have adequate knowledge, integrity, honesty, business ethics and adequate time to dedicate knowledge and abilities to perform the entrusted duties to the Company and the Directors with sufficient knowledge and experiences in performing duties of the Audit Committee. Hence, at least one member shall have sufficient knowledge and experience to review the reliability of the Company's financial statements.

(2) The Audit Committee must be independent directors following the Securities and Exchange Act with reference details to the qualifications of the Board of Directors prescribing qualifications of the independent directors.

(3) The Audit Committee must not be appointed by the Board of Directors to make decisions in business operations of the Company, parent company, subsidiary, associated company, major shareholder or controlling person.

(4) The Audit Committee must not be the Directors of the parent company, subsidiary or associated company which is listed.

4. Authorities

(1) The Audit Committee shall have authorities to select the related directors, subcommittee, top management/1, executives/2 and employees of the Group to attend the meeting or disseminate the necessary documents with information assessment in all corporate levels.

(2) The Audit Committee may engage a consultant from experts or the Company's advisors or hire third-party consultants or experts at the Company's expense.

5. Roles, Duties and Responsibilities

(1) Review the Company's financial reports to ensure accuracy and reliability including adequate disclosure of information by coordinating with certified public accountant and executives responsible for preparation of both quarterly and annual financial reports as well as reviewing the information consistency between financial reports and other information related to financial status and the Company's performance published to the shareholders and concerned parties. For instance, Management/3 Discussion & Analysis in 56-1 One Report, the Company's news, etc.

(2) Review the Company's internal control and internal audit system to be appropriate and effective as well as regularly and consistently reviewing and improving internal control system of the Company and subsidiaries, both domestic and abroad, to keep up with the changes and business expansion as well as detecting any abnormity and preventing potential corruptions from items or transactions of the companies abroad.

(3) Review the Company's compliance with the laws relating to the securities and stock exchange or the regulations of the Stock Exchange of Thailand and other laws applicable to the Company's business.

In case of receiving a report from the auditor regarding suspicious behavior of the Directors, Managers or persons responsible for the operations of the Company, the Audit Committee must consider at least the following matters:

(3.1) Consider the significance and risks to the Company and investors such as impacts on financial position and operating results of the listed companies, impacts on the credibility upon preparation of financial report of the Company, etc. If the audit committee considers and foresees any significant impacts to the rights of shareholders or any issues that the shareholders should be immediately informed, the Audit Committee should expedite the process for the Company to disclose preliminary information to investors as soon as possible.

/1 Top Management includes Managing Director of each function and Top Executives in Accounting or Finance Field.

/2 Executives include Head of Department and above to Assistant Managing Director.

/3 Management includes Group Executive Directors and Top Executives in Accounting or Finance Field.

(3.2) Consider persons who may be involved in such behavior. In the event that the Directors and Executives of the Company may be involved in the above circumstances, the Audit Committee must take actions to ensure that the audit process is independent and not subject to regulatory authority of the group involved in suspicious behavior.

(3.3) Consider determining measures or guidelines to deter suspicious behaviors to alleviate the potential impacts that may affect both the Company and shareholders as a whole.

(3.4) Consider determining measures to raise the level of the Company's internal control system to protect and prevent suspicious behavior from future occurrence, and provide progress reports to the SEC Office and the auditor periodically until the process is completed in which contents of the report shall reflect the above considerations.

(4) Consider the independence of the Internal Audit Office from the management as well as providing approval towards appointment, transfer and dismissal of the top executives of the Internal Audit Office or any other agencies responsible for internal audit.

(5) Participate in the audit planning of internal control system in collaboration with Internal Audit Office by considering category and level of risk of matters that may affect the Company and investigate high-risk cases that may affect the Company and immediately seek measures to prevent such risks.

(6) Conduct observations and inquire causes and scopes of investigation from those involved in the following cases:

(6.1) Receive report from the auditor or detect irregularities in the financial statements.

(6.2) Examine observations from the inspection of internal control system or detect defects from lack of systems or non-compliance with internal control systems as well as no compliance with criteria related in various matters.

(7) Consider, select and propose the appointment of an independent person to act as auditor including proposing the remuneration of the auditor from the beginning process with the management to define clear and appropriate scope of employment as well as the independence, abilities and service period of the auditors by considering reliability, sufficiency of resources, experiences and audit workload of said audit office as well as attending the meeting with auditors without management presence at least once a year or organizing the meeting with auditors without management presence included as one of the meeting agenda of the Audit Committee meeting.

(8) Consider the entrance into transactions to acquire or dispose of assets with significant value and transactions with connected persons or transactions that may have conflicts of interest ("**transactions**") to be in accordance with the laws and regulations prescribed by the Stock Exchange of Thailand as well as following up the progress of transactions. Hence, to ensure that such

transactions are reasonable with the highest benefits to the Company towards considerations and processes of the Audit Committee per the following items:

(8.1) Participate in considering and providing opinions on entrance into significant **transactions** which require approval from the Board of Directors' meeting or the shareholders' meeting. The Audit Committee should consider the reasonableness of the transaction, details and identity of the contracting parties, rewards and associated risks especially legal risks and the impact on financial status and operating results.

(8.2) Provide system or process for the management to report **transactions** in which the management is authorized person for approval as well as continuously analyzing the reasonableness of transactions to prevent any transactions that may indicate an intention to avoid the rules for entering into **transactions**.

(8.3) Follow up and inquire about the progress of **transactions** with the management once approval has been granted to enter into **transactions** along with following up on investments and ensure that the Company regularly and appropriately discloses and reports the progress to the shareholders covering the following cases:

a. Report on the progress of entering into **transactions** according to plans approved by the Board of Directors or shareholders and disclosed to the shareholders.

b. Reveal factors or events that affect as well as analyzing potential risks when being unable to proceed according to the plans approved and disclosed to the shareholders.

c. Report on the use of funds received from fundraising to keep investors informed in case the funds are raised by issuing and offering securities for investment and entering into **transactions**.

d. Report when actual operations are not proceeded as planned or financial projections differ from information previously disclosed to the shareholders.

(8.4) Check the progress of **transactions** by considering together with various information to monitor abnormalities in overall in order to avoid cases where the Company uses disclosure of information as a channel to raise the Company's stock price for the benefits of specific group of people. The Audit Committee may take any actions to quickly restrain the Company's behavior. In addition, the facts should be reported to the **SEC Office** immediately if the Audit Committee examines any doubts that the Directors and the Executives of the Company may use methods to disseminate such distorted, incorrect news or make **transactions** for the benefits of raising of stock prices.

(9) Consider details related to the use of fundraising funds together with the Board of Directors as well as providing the management the study of economic conditions and growth trends of the industries in which the Company intends to use fundraising funds to invest in.

(10) Ensure that the Company has a mechanism for overseeing and tracking the correct and appropriate use of fundraising funds and in accordance with the objectives disclosed.

In case the fund is not used as stated purpose, the Audit Committee together with the Board of Directors must urgently take corrective action and establish measures to stop and prevent the inappropriate use of fundraising funds with wrong purpose which may cause damage to the Company and the shareholders.

(11) Prepare report of the Audit Committee to be disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and must contain at least the regulations of the Stock Exchange of Thailand concerning qualifications and scope of duties of the Audit Committee as well as disclosure of duties as assigned the Board of Directors at least the following information:

a. opinion on the correctness, completeness and reliability of the Company's financial reports;
b. opinion on the adequacy of the Company's internal control system;
c. opinion on compliance with the law relating to securities and exchange, the regulations of the Stock Exchange of Thailand or other laws applicable to the Company's business;
d. opinion or suitability of the auditor;
e. opinion on transactions that may have conflicts of interest;
f. number of the meeting of the Audit Committee and attendance by each member of the Audit Committee;
g. opinion or general observation from the Audit Committee's performance of duties according to the Charter;
h. other items that shareholders and investors should be aware of under the scope of duties and responsibilities assigned by the Board of Directors.

(12) Review the Charter and assess the adequacy and suitability of the Charter of Audit Committee upon incidents or situations that may change and propose to the Board of Directors for approval.

(13) Review the summary of audit results related to corruption and determine preventive measures within the organization.

(14) Review and provide opinions concerning anti-corruption guidelines regarding appropriateness and compliance with the Company's anti-corruption policies.

(15) Oversee risk management and internal control, particularly those related to anti-corruption matters, and prepare audit reports for the Board of Directors' acknowledgement.

(16) Receive various opinions from every committee to review internal control and report to the Board of Directors.

(17) Promote the Company with channels for receiving complaints or reporting inappropriate behavior (Whistleblower) that may occur within the Company including the implementation of appropriate policies or procedures for dealing with complaints and protecting whistleblowers.

(18) Perform any other duties as assigned by the Board of Directors with the approval of the Audit Committee.

6. Term of Office and Retirement

(1) Term of Office

- The term of office of the Audit Committee shall be 3 years.

(2) Retirement

2.1 The Audit Committee shall be retired from position when:

- Expired Term
- Retired from being the Company's Directors
- Resigned
- Deceased
- Lack of qualifications prescribed by the Company or under the regulations of the Securities and Exchange Commission Act.
- The Board of Directors resolved that the committee membership shall cease.

2.2 The retired member with expired term may be re-appointed as deemed appropriate by the Company's directors.

2.3 In case the position of any member of the Audit Committee becomes vacant due to reasons other than retirement by rotation, the Board of Directors shall appoint a person with complete qualifications to be a member of the Audit Committee. The replacement member of the Audit Committee can only hold the position for the remaining term of the member of the Audit Committee whom he/she replaces and shall notify the Stock Exchange of Thailand and the Securities and Exchange Commission.

7. Meeting

(1) The Audit Committee shall organize and call the meeting as deemed appropriate at least once every quarter.

(2) At least half of the members of the Committee shall attend the meeting to constitute a quorum.

(3) The resolution of the Audit Committee Meeting shall be passed by majority votes of members present in the meeting with a quorum. Hence, the committee member who has conflicts of interest in an agenda is not entitled to attend the corresponding agenda.

PRANDA GROUP

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8. Report

The Audit Committee shall report to the Board of Directors on the performance of the Audit Committee or other duties as assigned by the Board of Directors within due period to proceed improvements including the transactions or acts which may have significant impacts on the financial positions and operating results of the Company, conflicts of interest, corruptions or any abnormalities or significant defects in internal control system and any violations to the laws on securities and exchange, stock exchange regulations or laws related to the Company's business.

9. Performance Assessment

(1) Conduct performance assessment by the Nomination and Remuneration Committee at least once a year.

(2) The group assessment shall be conducted with disclosure of criteria, procedures and overall assessment results in the annual report which shall also be reported to the Committee.

(3) The group assessment comprises of the following items:

3.1 Structure and qualifications of the Audit Committee

3.2 Roles, duties and responsibilities of the Audit Committee

3.3 Meetings of the Audit Committee

Jiraporn Popairoj

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(Dr. Jiraporn Popairoj)

Chairman of the Audit Committee

Rawittha Pongnuchit

.....

(Mrs. Rawittha Pongnuchit)

Board Chairman

Pranda Jewelry Public Company Limited

14th Edition

This Charter has been approved by the Board of Directors' meeting of Pranda Jewelry Public Company Limited 5/2025 on November 12th, 2025 and to be effective from November 12th, 2025 onwards.