



Audit Committee Charter

Primo Service Solutions Public Company Limited

PRIMO SERVICE SOLUTIONS PUBLIC COMPANY LIMITED

496 Moo 9 Sukhumvit 107 Road, Samrong Nuea,
Muang Samut Prakarn District, Samut Prakarn 10270

T 02 081 0000 **E** info@primo.co.th

WWW.PRIMO.CO.TH



Table of Content

Subject	Page
1. Objectives	1
2. Composition and Appointment	1
3. Qualifications	1
4. Term of Office	3
5. Duties and Responsibilities	4
6. Meetings	5
7. Duties and Responsibilities	7
8. Reporting	8
9. Performance Evaluation	9
10. Review and Amendment of the Charter	10
11. Notes	10



1. Objectives

The Audit Committee serves as a sub-committee of the Board of Directors appointed to assist in alleviating the Board's responsibilities and to ensure that the Company maintains a sound corporate governance system. The Audit Committee is established to enhance operational efficiency and create added value for the organization.

Accordingly, in performing its duties, the Audit Committee shall maintain effective working relationships with the Board of Directors, management, as well as the Company's external and internal auditors. To ensure efficient operations, each Audit Committee member must continuously develop and maintain professional expertise, knowledge, and understanding of their duties and responsibilities, as well as possess a thorough understanding of the Company's business.

2. Composition and Appointment

- 2.1 The Board of Directors shall appoint the Audit Committee by selecting at least three independent directors from the Board of Directors and appoint one Audit Committee member as Chairman of the Audit Committee.
- 2.2 At least one Audit Committee member must possess sufficient knowledge, understanding, and experience in accounting and/or finance to be able to review the reliability of financial statements, and must maintain continuous knowledge regarding developments affecting financial reporting. Such member must also be capable of asking relevant questions and interpreting and evaluating the responses received.
- 2.3 The Audit Committee may appoint a secretary to the Audit Committee to assist in operations and coordinate matters relating to meetings, including arranging meetings, preparing agendas, distributing meeting documents, recording and reporting minutes of meetings, and performing other duties as assigned. The Audit Committee shall have the authority to determine remuneration for the secretary to the Audit Committee as deemed appropriate.

3. Qualifications

- 3.1 Be appointed by the Board of Directors or the shareholders' meeting of the Company (as the case may be) as an Audit Committee member, and must not be a director assigned by the Board of Directors to make decisions in the operations of the Company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person of the Company. In addition, the Audit Committee member must not be a director of the parent company, subsidiary, or same-level subsidiary that is listed on the Stock Exchange.
- 3.2 Hold shares not exceeding 0.5% of the total voting shares of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, including shares held by related persons of such independent director.
- 3.3 Not be or have previously been an executive director, employee, staff member, salaried advisor, or controlling person of the Company, parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person of the Company, unless such status has ended for at least two years prior to the appointment date.

- 3.4 Not be related by blood or legal registration as a parent, spouse, sibling, child, or spouse of a child of another director, executive, major shareholder, controlling person, or person nominated as director, executive, or controlling person of the Company or subsidiary.
- 3.5 Not have or have previously had any business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company in a manner that may interfere with the exercise of independent judgment, and not be or have previously been a significant shareholder or controlling person of any entity having a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, unless such status has ended for at least two years prior to the appointment date.

Business relationships under the preceding paragraph include normal commercial transactions for business operations, leasing or rental of immovable property, transactions relating to assets or services, or providing or receiving financial assistance through borrowing, lending, guarantees, or use of assets as collateral for liabilities, including similar circumstances that result in obligations owed between the Company and counterparties amounting to 3% or more of the Company's net tangible assets or THB 20 million or more, whichever is lower. The calculation of such liabilities shall follow the principles for calculating connected transactions under the Capital Market Supervisory Board's regulations on connected transactions, mutatis mutandis. In considering such liabilities, obligations incurred within one year prior to the business relationship with the same person shall also be included.
- 3.6 Not be or have previously been the auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and not be a significant shareholder, controlling person, or partner of the audit firm to which the auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company belongs, unless such status has ended for at least two years prior to the appointment date.
- 3.7 Not be or have previously been a professional service provider, including legal or financial advisor, receiving service fees exceeding THB 2 million per year from the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company, and not be a significant shareholder, controlling person, or partner of such professional service provider, unless such status has ended for at least two years prior to the appointment date.
- 3.8 Not be a director appointed to represent a director of the Company, major shareholder, or shareholder related to a major shareholder.
- 3.9 Not operate a business of the same nature and in material competition with the business of the Company or its subsidiaries, and not be a significant partner in a partnership, or an executive director, employee, staff member, salaried advisor, or shareholder holding more than 1% of the total voting shares of another company engaging in a business of the same nature and in material competition with the Company or its subsidiaries.
- 3.10 Not possess any other characteristic that may impair the ability to express independent opinions regarding the Company's operations.

- 3.11 Perform duties in accordance with the requirements prescribed in the regulations of the Stock Exchange of Thailand regarding the qualifications and scope of duties of the Audit Committee.
- 3.12 Audit Committee members must not serve as directors in more than five listed companies.

For interpretation under Clauses 3.6 and 3.7, the term “partner” means a person authorized by an audit firm or professional service provider to sign the audit report or professional service report (as the case may be) on behalf of such juristic person. In the event that a person appointed by the Company as an Audit Committee member has or previously had a business relationship or professional service relationship exceeding the value thresholds specified in Clause 3.5 or 3.7, the Company may obtain an exemption from the prohibition on having or previously having such business or professional relationship exceeding the prescribed value only if the Company has obtained an opinion from the Board of Directors stating that, after consideration in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (including amendments thereto), the appointment of such person does not affect the performance of duties or the ability to provide independent opinions. The Company must also disclose the following information in the notice of the shareholders’ meeting for the agenda regarding the appointment of the Audit Committee member:

- 1) The nature of the business relationship or professional service relationship that causes such person to fail to meet the prescribed qualifications.
- 2) The reasons and necessity for retaining or appointing such person as an Audit Committee member.
- 3) The opinion of the Board of Directors in proposing the appointment of such person as an independent director.

4. Term of Office

- 4.1 The Nomination and Remuneration Committee shall screen and nominate individuals who possess all the qualifications specified in this Charter to hold the position of company director. Such nominations shall be presented to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for further consideration and election by the shareholders' meeting.
- 4.2 In the event that an Audit Committee member completes the term of office or is unable to remain in office until the expiration of the term, resulting in fewer than three Audit Committee members, the Board of Directors shall appoint a replacement Audit Committee member immediately or no later than three months from the date the number of Audit Committee members becomes insufficient, in order to ensure continuity in the performance of the Audit Committee’s duties. The replacement Audit Committee member appointed in such case shall hold office only for the remaining term of the Audit Committee member whom they replace.
- 4.3 In addition to vacating office upon expiration of term as stated above, an Audit Committee member shall vacate office upon:
 - (1) Death

- (2) Resignation
 - (3) Loss of qualifications as an Audit Committee member as prescribed in this Charter
 - (4) Loss of qualifications as a director or possession of prohibited characteristics under the Public Limited Companies Act, or characteristics indicating a lack of suitability to be entrusted with managing a company with public shareholders as prescribed under the Securities and Exchange Act (including amendments thereto), as well as relevant notifications of the Office of the Securities and Exchange Commission.
 - (5) Resolution of the Board of Directors removing such person from office as an Audit Committee member.
 - (6) Resolution of the shareholders' meeting removing such person from office as a director (provided that such resolution must be passed by votes of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote, representing not less than one-half of the total shares held by shareholders attending the meeting and having the right to vote).
 - (7) In the case where the person is a director, a court order removing such person from office as a company director.
- 4.4 Any Audit Committee member wishing to resign shall submit a resignation letter to the Company. Such resignation shall become effective from the date the resignation letter is received by the Company or from the effective date specified in the resignation letter, whichever is later.

In the event that the Chairman of the Audit Committee resigns or vacates office for any reason before the expiration of the term, the Board of Directors shall appoint a new Chairman of the Audit Committee after appointing a new Audit Committee member who possesses the required qualifications and does not possess any prohibited characteristics under the law.

5. Independence

- 5.1 Independent opinion means the ability to express opinions or report freely in accordance with assigned duties without regard to any interests relating to assets or positions, and without being under the influence of any person or group of persons, including the absence of any circumstances that would prevent the expression of opinions as should properly be made.
- 5.2 Circumstances deemed to constitute a lack of independence in performing duties include situations where an Audit Committee member is under the influence of directors, management, or officers of the Company, whether due to familiarity, consideration, or any other reason, resulting in the performance of duties according to the wishes of such persons or groups, thereby causing the following situations:
 - 1) Failure to perform duties as assigned.

- 2) Acceptance of proposals or engagement in actions that should not be undertaken and which cause damage to the Company and shareholders or result in the loss of benefits that should have been received.
 - 3) Failure to express opinions or submit reports to the Board of Directors or shareholders in a straightforward manner.
 - 4) Failure to coordinate, consult, or cooperate with executive directors or officers of the Company in connection with the performance of duties
- 5.3 Transactions that may be considered not to affect the performance of duties and the ability to provide independent opinions of Audit Committee members.

Connected transactions under the criteria prescribed by the Office of the Securities and Exchange Commission, which are transactions between Audit Committee members or related persons of Audit Committee members and the Company, affiliated companies, associated companies, or major shareholders of the Company, under the following conditions:

- 1) The acquisition or disposal of goods or services is conducted in the ordinary course of business and under general commercial terms established based on clear and publicly disclosed criteria.
- 2) The prices of goods or services are comparable to those offered to other customers.

6. Duties and Responsibilities

The Audit Committee shall have the following authority:

- 6.1 To conduct audits and investigations as necessary in matters indicating that they may materially affect the reputation, financial position, and operating results of the Group, including benefits to which shareholders are entitled, such as:
 - Transactions that may give rise to conflicts of interest
 - Suspicions or assumptions of fraud, irregularities, or significant deficiencies in the internal control systems of the Company or its subsidiaries
 - Suspicions of violations of securities and exchange laws, Stock Exchange regulations, or laws relating to the Group's business operations
- 6.2 To seek independent opinions from other professional advisors when deemed necessary, at the Company's expense, in order to ensure the successful performance of duties and responsibilities. The Audit Committee shall report the results of audits and investigations to the Board of Directors for corrective action within a timeframe deemed appropriate by the Audit Committee. However, if the Audit Committee finds that corrective actions have been neglected without reasonable cause, any Audit Committee member may report such findings to the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand. The authority of the Audit Committee shall not include authority enabling Audit Committee members or persons authorized by the Audit Committee to vote or express opinions on transactions in which such Audit Committee members, authorized persons, or persons who may have conflicts of interest as defined in the notifications of the Capital Market

Supervisory Board have interests or conflicts of interest with the Company or its subsidiaries.

The Audit Committee shall have the following duties and responsibilities:

1. Review the Company's financial reports to ensure accuracy and adequate disclosure by coordinating with the auditor and management responsible for preparing both quarterly and annual financial reports. The Audit Committee may recommend that the auditor review or audit any transactions deemed necessary and material during the Company's audit process.
2. Review whether the Company and its subsidiaries have appropriate and effective internal control and internal audit systems by conducting reviews together with the auditor and internal auditor, and consider the independence of the internal audit function. The Audit Committee shall also approve the appointment, transfer, dismissal, and remuneration of the head of the internal audit department or any other department responsible for internal audit functions, approve the internal audit plan, and assign tasks to internal audit personnel to support the work of the Audit Committee.
3. Review the Company's compliance with securities and exchange laws, the regulations of the Stock Exchange of Thailand, laws relating to the Company's business operations, and relevant standards.
4. Consider, select, and propose the appointment of the auditor of the Company and its subsidiaries and/or associated companies, and propose the auditor's remuneration by taking into account reliability, adequacy of resources, audit workload of the audit firm, and the experience of personnel assigned to audit the Company. In addition, the Audit Committee shall meet with the auditor without management attending at least once a year.
5. Consider and provide opinions on connected transactions or transactions that may involve conflicts of interest of the Company and/or its subsidiaries in accordance with applicable laws, regulations, and the requirements of the Stock Exchange of Thailand, to ensure that such transactions are reasonable and in the best interests of the Company.
6. Prepare the Audit Committee report for disclosure in the Company's annual report. Such report shall be signed by the Chairman of the Audit Committee and shall contain at least the following information:
 - 6.1 Opinions regarding the accuracy, completeness, and reliability of the financial reports of the Company and its subsidiaries
 - 6.2 Opinions regarding the adequacy of the internal control systems of the Company and its subsidiaries
 - 6.3 Opinions regarding compliance with securities and exchange laws, the regulations of the Stock Exchange of Thailand, or laws relating to the Group's business operations
 - 6.4 Opinions regarding the suitability of the auditor
 - 6.5 Opinions regarding transactions that may involve conflicts of interest of the Company and its subsidiaries

- 6.6 The number of Audit Committee meetings and attendance records of each Audit Committee member
- 6.7 Overall opinions or observations obtained by the Audit Committee from performing duties under this Charter
- 6.8 Any other reports deemed appropriate for shareholders and general investors to be informed of, within the scope of duties and responsibilities assigned by the Board of Directors
- 7. Review and provide opinions on policies relating to the authority and duties of the Audit Committee, such as accounting policies, corporate governance and social responsibility policies, and anti-corruption policies.
- 8. Review the Company's corporate governance, social responsibility, and anti-corruption processes.
- 9. Perform duties independently to ensure that the Company's operations are conducted under a good corporate governance framework, and review or monitor to ensure that good corporate governance principles are adequately implemented.
- 10. Supervision of compliance with non-competition agreements
 - 10.1 The Audit Committee shall supervise compliance with non-competition agreements upon receiving requests for opinions from the Executive Committee, by considering the details proposed together with the Audit Committee's opinion.
 - 10.2 In performing duties under Clause 10.1, the Audit Committee shall provide opinions to the Board of Directors regarding whether the actions proposed by the Executive Committee would result in competition between the Company and Primo Service Solutions Public Company Limited. The Audit Committee may appoint an independent advisor, as appropriate, to conduct further studies and provide additional information for consideration at the Company's expense.
- 11. Perform any other duties as assigned by the Board of Directors.

7. Meeting

- 1. Meetings shall be held at least 4 times a year, with meeting dates scheduled in advance for the entire year, and extraordinary meetings may be called as necessary. Directors must attend at least three-fourths (3/4) of all scheduled meetings.

The Chairman of the Board or the chairman of the meeting may arrange for the meeting to be conducted via electronic media, enabling attendees to consult and express their opinions among themselves despite not being present at the same location, provided that the criteria and procedures prescribed by law are complied with.
- 2. The Chairman of the Board and the Chairman of the Executive Committee shall oversee and approve the determination of the meeting agenda. In the event that the Chairman of the Board is not an independent director, and if the Board of Directors consists of independent directors less than half of the total number of directors, an independent director shall be appointed to jointly consider and determine the Board meeting agenda.

3. At a meeting of the Board of Directors, at least one-half of the total number of directors must be present, including at least 1 independent director, to constitute a quorum. In the event that the Chairman of the Board is not present at the meeting or is unable to perform their duties, if there is a Vice Chairman present at the meeting, the Vice Chairman shall act as the chairman of the meeting. If there is no Vice Chairman, or there is one but they are not present at the meeting or are unable to perform their duties, the directors present at the meeting shall elect one among themselves to be the chairman of the meeting. Resolutions of the meeting shall be decided by a majority of votes.
4. Each director shall have one vote. A director who has a personal interest in any matter shall not have the right to vote on that matter. In the event of an equality of votes, the chairman of the meeting shall have a casting vote.
5. At a meeting of the directors, any individual who has a significant conflict of interest in the matter under consideration must leave the meeting room during the discussion of that specific matter.
6. The Company Secretary shall be responsible for sending the invitation notice, along with the agenda and meeting documents, to the directors at least 7 days in advance, so that the directors have sufficient time to study the information prior to the meeting. Furthermore, the schedule of the Board meetings shall be notified in advance for the entire year, either at the end of the preceding year or at the beginning of the year. The Board of Directors' meetings will be held in the third week of the designated months; however, changes or additional meetings may be scheduled at the discretion of the Board of Directors.
7. The Chairman of the Board shall act as the chairman of the meeting and is responsible for allocating sufficient time for each agenda item to allow directors to independently debate and express their opinions on material issues, with fair consideration for the interests of shareholders and all stakeholders.
8. Resolutions shall be passed by a majority of votes. If any director objects to such resolutions, their objection must be recorded in the minutes of the meeting.
9. In considering any matter, directors have the right to inspect or review relevant documents, or request that relevant executives attend the meeting to provide additional detailed information or clarifications.
10. The Company Secretary shall be responsible for taking minutes and preparing the minutes of the meeting within 14 days, keeping the minutes of the meeting and supporting documents, supporting and monitoring the Board of Directors to ensure they perform their duties in compliance with the law, the Articles of Association, and resolutions of shareholders' meetings, as well as coordinating with relevant parties.

8. Reporting

The Audit Committee shall have the duty and responsibility to report the activities of the Audit Committee and any other duties assigned by the Board of Directors. The Audit Committee's reports are important to the Board of Directors, shareholders, and general investors, as such reports reflect the independent and straightforward opinions of the Audit Committee and provide assurance to the Board of Directors that management has conducted business prudently and with due regard to the equal interests of all shareholders.

8.1 Reporting to the Board of Directors

- 1) Reporting regular activities so that the Board of Directors is informed of the activities of the Audit Committee
 - Minutes of Audit Committee meetings, clearly specifying the opinions of the Audit Committee on various matters, whereby the Chairman of the Audit Committee and/or a person designated by the Chairman of the Audit Committee shall report the Audit Committee meeting results to the Board of Directors for acknowledgment.
 - Summary reports on activities conducted during the year
 - Reports regarding opinions on financial reports, internal audit, and internal audit processes
 - Any other reports deemed appropriate for the Board of Directors to be informed of
- 2) Immediate reporting of findings so that the Board of Directors can promptly take corrective action:
 - Conflict of interest transactions
 - Suspicions or assumptions of fraud, irregularities, or significant deficiencies in the internal control system
 - Suspicions of violations of laws or regulations of the Stock Exchange of Thailand
 - Any other reports deemed appropriate for the Board of Directors to be informed of

8.2 Reporting to Regulatory Authorities

If the Audit Committee has reported matters materially affecting the financial position and operating results to the Board of Directors, and discussions have been held with the Board of Directors and management regarding corrective actions, but upon expiration of the agreed timeframe the Audit Committee finds that corrective actions have been neglected without reasonable cause, any Audit Committee member may report such findings to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

8.3 Reporting to Shareholders and General Investors

The Audit Committee shall report activities performed during the year in accordance with the duties and responsibilities assigned by the Board of Directors. Such report shall be signed by the Chairman of the Audit Committee and disclosed in the Company's annual report.

9. Performance Evaluation

The performance evaluation of the Audit Committee may be conducted through self-assessment, both collectively as a committee and individually, which may be carried out in the form of peer review. The evaluation results shall be reported to the Board of Directors, and the Board of Directors may provide additional comments for the purpose of improving the performance of the Audit Committee to achieve greater efficiency and fulfill the established objectives. The performance evaluation of the Audit Committee shall be conducted annually. In this regard, the Audit Committee shall prepare a performance evaluation report as supporting information for the Audit Committee's opinion and report such evaluation to shareholders in the Company's annual report.

10. Review and Amendment of the Charter

The Audit Committee shall review this Charter annually and propose any amendments as deemed appropriate for consideration and approval by the Board of Directors.

11. Notes

The terms “institutional investor,” “listed company,” “juristic person under specific law,” “parent company,” “subsidiary,” “same-level subsidiary,” “associated company,” “control over business,” “related person,” “executive,” “major shareholder,” “controlling person,” “person with potential conflict of interest,” and “consolidated financial statements” shall have the same meanings as defined in the Notification of the Securities and Exchange Commission No. KorJor. 17/2551 Re: Definitions in Notifications Relating to the Issuance and Offering of Securities.

Note: The review of this Charter was considered and approved by Resolution of the Board of Directors Meeting No. 8/2566 held on 13 November 2023.

-Signature-

(Mr. Marote Vananan)

**Chairman of Audit Committee and Chairman of the Board
Primo Service Solutions Public Company Limited**