



Charter of the Audit and Corporate Governance Committee

Thai Rung Union Car Public Company Limited

Objectives

The Board of Directors has appointed the Audit and Corporate Governance Committee to oversee and review the accuracy and reliability of the Company's financial reporting, the effectiveness of its internal control system, and the implementation of appropriate and sound practices in accordance with applicable standards, with a view to ensuring that the Company operates in a proper, transparent, and efficient manner. The Audit and Corporate Governance Committee is also responsible for enhancing operational efficiency, creating value, and strengthening the confidence of shareholders and all stakeholders, as well as ensuring compliance with applicable laws, regulations, and requirements governing securities and stock exchanges and other laws applicable to the Company's business. These responsibilities are intended to promote good corporate governance within the Company. In addition, the Audit and Corporate Governance Committee shall review the adequacy and effectiveness of the Company's risk management practices.

Composition and Qualifications of the Audit and Corporate Governance Committee

The Audit and Corporate Governance Committee shall comprise three independent directors. All members shall possess qualifications in accordance with the relevant notifications and regulations of the Stock Exchange of Thailand. At least one member of the Committee shall have sufficient knowledge and experience in accounting or financial matters to adequately perform the duties of reviewing the reliability of the Company's financial statements. The Head of the Internal Audit Department shall serve as the Secretary to the Audit and Corporate Governance Committee.

Scope of Authority, Duties and Responsibilities

- 1 To review and ensure that the Company's financial reporting is accurate, reliable, and adequate.
- 2 To review and ensure that the Company has appropriate and effective internal control and internal audit systems, and to consider the independence of the internal audit function, including providing approval for the appointment, transfer, or dismissal of the Head of the Internal Audit Department.
- 3 To review and ensure that the Company complies with the laws governing securities and stock exchanges, the requirements of the Stock Exchange of Thailand, and other laws applicable to the Company's business.
- 4 To consider, select, review, and nominate an independent person to act as the Company's external auditor, and to propose the auditor's remuneration. The Committee shall also meet with the external auditor without the presence of management at least once a year.
- 5 To consider related-party transactions or transactions that may involve conflicts of interest to ensure compliance with applicable laws and the requirements of the Stock Exchange of Thailand, and to ensure that such transactions are reasonable and in the best interests of the Company.
- 6 To prepare the Audit and Corporate Governance Committee's report for disclosure in the Company's Annual Report, which shall be signed by the Chairman of the Audit and Corporate Governance Committee.
- 7 To propose and review policies relating to corporate governance principles and corporate social responsibility of the Company and its subsidiaries for submission to the Board of Directors, as guidelines for good corporate governance.
- 8 To oversee the Company's operations to ensure compliance with the Company's corporate governance principles and the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.



- 9 To regularly review and consider the Company's policies relating to corporate governance and corporate social responsibility.
- 10 Promote the dissemination of a culture of good corporate governance and participation in corporate social responsibility activities for sustainable development, so that such principles are understood at all levels of the organization and effectively implemented in practice.
- 11 Evaluate the Company's compliance with the principles of corporate governance and social responsibility as prescribed by the Company.
- 12 Arrange meetings of the Audit and Corporate Governance Committee on a quarterly basis to monitor the Company's compliance with the principles of corporate governance and provide recommendations for improvement.
- 13 Perform any other duties as assigned by the Board of Directors, with the approval of the Audit and Corporate Governance Committee.

Term of Office

The Audit and Corporate Governance Committee shall serve for a term of two (2) years per term.

Quorum of the Audit and Corporate Governance Committee

- A quorum shall consist of not less than one-half of the total number of members of the Audit and Corporate Governance Committee.
- Resolutions of the meeting shall be passed by not less than one-half of the votes of the members attending the meeting.

Performance Evaluation

The Audit and Corporate Governance Committee shall conduct an annual performance evaluation and report the evaluation results to the Board of Directors. This is to provide assurance to stakeholders that the Audit and Corporate Governance Committee performs its duties and responsibilities completely, effectively, and efficiently.

Reporting

1. The Audit and Corporate Governance Committee shall report the results of its performance of duties to the Board of Directors for acknowledgment and consideration of appropriate remedial or improvement measures in cases involving any actions or circumstances that may have a material impact on the Company, including its financial position, operating results, conflicts of interest, fraud, significant deficiencies in the internal control system, or non-compliance with applicable laws, regulations, the rules and regulations of the Stock Exchange of Thailand, or regulations of government authorities.
2. The Audit and Corporate Governance Committee shall prepare the Audit and Corporate Governance Committee's Report for disclosure in the Company's Form 56-1 One Report, which shall be signed by the Chairman of the Audit and Corporate Governance Committee.

Review

The Audit and Corporate Governance Committee shall review, assess, and evaluate the adequacy and appropriateness of this Charter on an annual basis. Any material amendments to the Charter shall be proposed to the Board of Directors for consideration and approval.

This Charter of the Audit and Corporate Governance Committee shall be effective from January 1, 2026.



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