



AURORA

Audit Committee Charter

Aurora Design Public Company Limited

Revision / Amendment History

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Audit Committee Charter

1. Definitions

Company	means	Aurora Design Public Company Limited
Board of Directors	means	Board of Directors of Aurora Design Public Company Limited
The Audit Committee	means	the Audit Committee of Aurora Design Public Company Limited
Director	means	Director of Aurora Design Public Company Limited
Audit Committee Member	means	a member of the Audit Committee of Aurora Design Public Company Limited.

2. Objectives

The Audit Committee is established to support the Board of Directors in overseeing and reviewing management's operations; providing opinions on and reviewing financial reports and disclosures in the financial statements; internal control systems; compliance with applicable laws; the independence of the Internal Audit function; the selection of the external auditor; connected transactions or transactions that may involve conflicts of interest; and the self-assessment of the Company's anti-corruption measures under the Thai Private Sector Collective Action Against Corruption (CAC) initiative, so as to ensure that the Company's operations and disclosures are transparent and reliable.

3. Composition

- 3.1 The Audit Committee shall comprise at least three (3) independent directors.
- 3.2 At least one (1) Audit Committee member shall possess sufficient knowledge and experience in accounting or finance to be able to review the reliability of the financial statements.
- 3.3 The Board of Directors or the Audit Committee shall appoint one (1) Audit Committee member as Chairman of the Audit Committee. The Chairman of the Audit Committee should be an independent director.
- 3.4 The composition of the Audit Committee shall take into consideration diversity, including age, gender, race, nationality, domicile, knowledge, capabilities, skills, expertise and professional experience.
- 3.5 Audit Committee members shall be directors of the Company.
- 3.6 The Audit Committee shall appoint an Audit Committee Secretary as it deems appropriate to assist in coordinating meetings, preparing agendas, circulating supporting documents and recording minutes of meetings.

4. Qualifications of Audit Committee Members

- 4.1 Be a director of the Company who fully meets the qualifications of an independent director under the criteria and conditions prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand (the "Stock Exchange").
- 4.2 Not be a director who has been assigned by the Board of Directors to have decision-making authority over the operations of the Company, its parent company, subsidiaries, associates, fellow subsidiaries, major shareholders or controlling persons.
- 4.3 Not be a director of the Company's parent company, subsidiaries or fellow subsidiaries that are listed companies.
- 4.4 Possess knowledge, capabilities, integrity and experience beneficial to the performance of duties, together with business ethics enabling the person to serve effectively as an Audit Committee member.
- 4.5 Be able to devote sufficient time to perform duties fully and regularly provide opinions on the Company's operations.
- 4.6 Not possess any prohibited characteristics prescribed by applicable laws.
- 4.7 Not operate a business of the same nature as, and in competition with, the Company's business, whether for his or her own benefit or for the benefit of others, unless such matter has been disclosed to the Board of Directors prior to the resolution appointing such person.

5. Appointment of Committee Members

- 5.1 The Board of Directors shall appoint a person who fully meets the qualifications specified in Clause 3 above and who has been considered by the Company's Nomination and Remuneration Committee to serve as an Audit Committee member.

6. Term of Office

- 6.1 An Audit Committee member shall hold office for a term of three (3) years and shall be subject to the same term of office as a director of the Company. An Audit Committee member whose term expires may be reappointed.
- 6.2 If an Audit Committee member completes his or her term or is unable to complete the term, resulting in fewer than three (3) Audit Committee members, the Board of Directors shall appoint a qualified replacement immediately or, at the latest, within three (3) months from the date on which the number of Audit Committee members becomes incomplete, in order to ensure continuity in the performance of the Audit Committee's duties.

7. Vacation of Office

- 7.1 Death.
- 7.2 Resignation by submitting a resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date on which the resignation letter is received by the Company.
- 7.3 Expiration of the term of office as an Audit Committee member.
- 7.4 Ceasing to hold office as a director of the Company.
- 7.5 Possessing any prohibited characteristics prescribed by applicable laws.
- 7.6 Removal from office by resolution of the Board of Directors.

If an Audit Committee member vacates office before the expiration of his or her term, the Board of Directors shall consider appointing a qualified and suitable person to serve as an Audit Committee member. The replacement shall hold office only for the remaining term of the Audit Committee member whom he or she replaces.

If all Audit Committee members vacate office upon expiration of their terms, the outgoing Audit Committee members shall continue to perform their duties on an acting basis until the newly appointed Audit Committee assumes its duties.

8 Powers, Duties, and Responsibilities

- 8.1 Review the Company's financial statements and disclosures therein to ensure that they are complete, accurate, reliable and timely, in coordination with the external auditor and the executives responsible for preparing the quarterly and annual financial statements. The Audit Committee may recommend that the external auditor review or audit any item it considers significant and necessary during the audit.
- 8.2 Review material non-routine transactions occurring during the preceding year, if any, taking into consideration the rationale for such transactions, their impact on the Company's financial position and operating results, and the completeness and accuracy of related disclosures.
- 8.3 Review the internal control and internal audit systems to ensure that the Company and its subsidiaries have appropriate and effective internal controls; approve the annual internal audit plan and material revisions thereto; and oversee the Internal Audit function to ensure compliance with the approved plan and the International Standards for the Professional Practice of Internal Auditing.
- 8.4 Evaluate the quality of the Internal Audit function annually, including an external quality assessment by an independent external party at least once every five (5) years, and review internal audit reports before providing comments for submission to the Board of Directors.
- 8.5 Consider the independence of the Internal Audit function and approve the appointment, transfer or dismissal of the Head of Internal Audit or any other person responsible for the Internal Audit function.
- 8.6 Consider and approve the annual budget, manpower and resources necessary for the Internal Audit function.

- 8.7 Meet with the Head of Internal Audit at least once a year to discuss significant matters without management being present.
- 8.8 Review the Company's compliance with securities and exchange laws, the rules and notifications of the Stock Exchange, and other applicable laws affecting the Company and/or its business, and regularly receive progress reports on material compliance matters.
- 8.9 Consider, select, nominate and recommend for appointment, and recommend the removal of, an independent person to serve as the Company's external auditor, recommend the auditor's remuneration, and meet with the external auditor at least once a year without management being present.
- 8.10 Consider connected transactions or transactions that may involve conflicts of interest to ensure compliance with applicable laws and Stock Exchange rules and notifications, and ensure that such transactions are reasonable and in the best interests of the Company.
- 8.11 Prepare the Audit Committee's report for submission to the Board of Directors and disclose it in the Company's annual report. The report shall be signed by the Chairman of the Audit Committee and should include at least the matters specified in Clauses
- 8.11.1 Opinion on the accuracy, completeness and reliability of the Company's financial reports.
- 8.11.2 Opinion on the adequacy of the Company's internal control system.
- 8.11.3 Opinion on compliance with securities and exchange laws, Stock Exchange rules and notifications, and other applicable laws affecting the Company and/or its business.
- 8.11.4 Opinion on the suitability of the external auditor.
- 8.11.5 Opinion on transactions that may involve conflicts of interest.
- 8.11.6 Number of Audit Committee meetings and attendance of each Audit Committee member.
- 8.11.7 Overall opinions or observations arising from the Audit Committee's performance of duties under this Charter.
- 8.11.8 Any other matters that the Company's shareholders and general investors should be informed of within the scope of authority, duties and responsibilities delegated by the Board of Directors.
- 8.12 Investigate persons or matters within the scope of the Audit Committee's authority and engage specialist experts to assist in audit work, with the Company bearing the related expenses.
- 8.13 If the Audit Committee identifies or has reasonable grounds to suspect any transaction or act that may materially affect the Company's financial position or operating results, report the matter to the Board of Directors for corrective action within a period deemed appropriate by the Audit Committee,
- 8.13.1 including conflicts of interest
- 8.13.2 fraud or significant irregularities or deficiencies in internal controls,
- 8.13.3 violations of securities and exchange laws, Stock Exchange rules and notifications, or other applicable laws.

If the Board of Directors fails to take corrective action within such period, any Audit Committee member may report the matter to the SEC Office or the Stock Exchange.

- 8.14 Establish mechanisms for receiving complaints and whistleblowing reports concerning misconduct, corruption, violations of laws or regulations, or breaches of the Company's Code of Business Conduct, and independently and appropriately oversee fact-finding investigations and consideration of disciplinary measures in accordance with relevant policies approved by the Board of Directors.
- 8.15 Review and provide comments on policies and reports on the evaluation of corporate governance, social responsibility and anti-corruption practices.
- 8.16 Have authority to summon management, heads of departments or employees of the Company and its subsidiaries concerned to provide information or opinions, attend meetings, or submit documents as deemed relevant and necessary, and to obtain independent professional advice at the Company's expense when deemed necessary.
- 8.17 Review and amend the Audit Committee Charter at least once a year to ensure that it remains appropriate to prevailing circumstances, and submit the revised Charter to the Board of Directors for approval.
- 8.18 Conduct an annual performance evaluation of the Audit Committee both collectively and individually, report the results at least once a year, and submit them to the Board of Directors for consideration.
- 8.19 Perform any other duties assigned by the Board of Directors or in accordance with policies prescribed by the Board of Directors.

Additional Disclosure Requirement

In the event of the appointment of an Audit Committee member and/or any change in the duties of an Audit Committee member, the Company shall disclose the resolution on the appointment, scope of duties and/or change in duties of the Audit Committee to the Stock Exchange using the prescribed form for reporting the names and scope of work of the Audit Committee within three (3) business days from the date of such appointment and/or change.

9 Meetings

- 9.1 The Audit Committee shall hold meetings at least four (4) times a year in accordance with the Company's financial reporting cycle. The Chairman may convene special meetings upon request by an Audit Committee member, the Internal Auditor, the external auditor or the Chairman of the Board of Directors, or whenever the Chairman deems it necessary to consider urgent matters.
- 9.2 The Chairman of the Audit Committee or a person designated by the Chairman shall send the meeting notice, agenda and supporting documents to all Audit Committee members at least five (5) days prior to the meeting. Such documents may be delivered electronically, except in urgent cases necessary to protect the rights or interests of the Company, in which case notice may be given by other means or the meeting may be scheduled earlier.

10 Quorum and Voting

- 10.1 At least two-thirds (2/3) of the total number of Audit Committee members must be present to constitute a quorum.
- 10.2 If the Chairman of the Audit Committee is absent or unable to perform his or her duties, the Audit Committee members present shall elect one member to preside over the meeting.
- 10.3 Resolutions of the meeting shall be passed by a majority vote.
- 10.4 Each Audit Committee member shall have one (1) vote, except a member having an interest in a matter shall not be entitled to vote on that matter. In the event of a tie, the chairman of the meeting shall have an additional casting vote. The minimum quorum at the time of voting shall comprise not less than two-thirds (2/3) of the total number of Audit Committee members.

11 Performance Evaluation

The Audit Committee shall conduct regular performance evaluations of the Audit Committee both collectively and individually, at least once a year, to assess the performance of its duties, and shall report the evaluation results to the Board of Directors.

12 Reporting

- 12.1 The Audit Committee shall regularly report the results of its performance of duties to the Board of Directors.
- 12.2 The Audit Committee shall report its performance during the preceding year to shareholders in the annual report, including at least the following:
- 12.2.1 Number of Audit Committee meetings held.
 - 12.2.2 Number of meetings attended by each Audit Committee member.
 - 12.2.3 Performance of duties in accordance with this Charter.

13 Review

The Audit Committee shall review the details of and compliance with this Audit Committee Charter at least once a year to ensure consistency with applicable legal requirements and circumstances prevailing at the time.

This Audit Committee Charter shall be effective from May 11, 2026 onwards.

/s/

(Mr. Prasit Srirungtham)

Chairman of the Board of Directors

Aurora Design Public Company Limited