



INTERNATIONAL

Audit Committee Charter Dusit Thani Public Company Limited

Compositions and Qualifications

The Audit Committee consists of three independent directors appointed by the Board of Directors and having qualifications of independent directors defined by the SEC. At least one member must possess knowledge in accounting and adequate experience to review reliability of the financial statement. The Audit Committee may appoint one person to be the committee's secretary as deemed appropriate.

Duties and Responsibilities

1. Review the accuracy and adequacy of the Company's financial report.
2. Review the Company's internal control system and internal audit to ensure its suitability and effectiveness. Consider independence of the Internal Audit Office and provide views on the appointment, transfer, discharge as well as adjustment of compensation of the Head of the Internal Audit Office.
3. Review conformance by the Company to Securities and Exchange laws, SET requirements and business-related laws and ethics of the Company.
4. Consider and select an independent person to be appointed as the Company's external auditor and purpose the audit fee. Attend the meeting with the external auditor without the Company's executive at least one time a year. Also, consider the removal of the external auditor.
5. Consider related transaction or transaction which may cause conflicts of interest to be in compliance with law and SET's regulations to ensure that they are reasonable and in the Company's best interests.
6. Review the adequacy of the Company's Risk Management processes.
7. Ensure that the Company operates its business in compliance with anti-fraud and corruption measures.
8. Report its performance to the Board of Directors for acknowledgement and consideration once every quarter.
9. Prepare the Audit Committee's report for disclosure in the Company's annual report. The report must be signed by Chairman of the Audit Committee and must consist of following information:
 - 9.1 opinion on accuracy, completeness and credibility of the Company's financial report,
 - 9.2 opinion on adequacy of the Company's internal control system,
 - 9.3 opinion on compliance with by the Securities and Exchanges laws, the Stock of Thailand regulations or the laws relating to the Company's business,
 - 9.4 opinion on suitability of an external auditor,
 - 9.5 opinion on transactions which may lead to conflicts of interest,
 - 9.6 number of the Audit Committee's meeting and attendance at such meetings by each committee member,
 - 9.7 opinion or overview of comments received by the Audit Committee from its performance of duties in accordance with the charter,
 - 9.8 other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors
10. Other duties as assigned by the Board of Directors under the Audit Committee's consent.
11. In case of any suspicious transactions or actions that may significantly affect the Company's financial status and performance, the Audit Committee shall report the

findings to the Board of Directors to make any improvement or correction in a timely manner as deemed appropriate by the Audit Committee. Details are displayed below:

11.1 Transaction regarding conflicts of interest

11.2 Transaction regarding fraud, irregularities or significant deficiencies in internal control system

11.3 Any violation of SEC's laws, SET's regulations or laws relevant to the Company's business

In case the Board of Directors or the Management fails to take corrective actions on those transactions in a timeframe, any of the Audit Committee may report of such transactions or actions directly to SEC or SET.

12. If the Auditor finds suspicious circumstances in which a Director, Manager or responsible person in the Company has committed an offense under the law, the Audit Committee should be contacted in order to conduct further investigation immediately. The Audit Committee shall report the primary result to the SEC and the Auditor within thirty days of being informed. The method to obtain clarification on the above mentioned circumstances should be in accordance with the notification of the Capital Market Supervisory Board.

13. Verify the process of whistleblowing and filing a complaint, in addition, receiving whistleblowing from employees about inappropriate financial statements or other issues that there is a process in place to ensure whistleblowers that the investigation and the monitoring are independent and appropriate.

14. Review the charter and self-assessment at least once a year.

Authority of the Audit Committee

1. The Audit Committee may invite the Company's directors, executives, department heads or employees to discuss or answer questions.

2. If it is considered essential and suitable to do so, the Audit Committee may seek advice from the Company's advisor or may hire advisor(s) or other professional experts. The company is responsible for any costs that may arise from seeking this advice.

Office Term

The Audit Committee has an office term of three years and may hold office for a maximum of three consecutive terms, except for when the Board considers extending the term of an Audit Committee member as deemed appropriate.

Other than term completion, an Audit Committee member shall vacate the office when he or she

1. lacks of qualifications of the Audit Committee

2. deceases

3. resigns

4. is being removed

5. is imprisoned under the final court verdict or a legal order, except for offences caused by negligence or misdemeanor

6. is considered incompetent or quasi-incompetent

7. becomes bankruptcy

An Audit Committee member who desires to resign ahead of term completion must notify and submit a resignation letter to the Chairman of the Board. Resignation will be effective from the date the Chairman of the Board receives the letter of resignation.

In case an Audit Committee member resigns or is being removed before the term completion, the Company must notify the SEC and the SET without delay. A retired or dismissed director can explain the reasons to the SEC and the SET.

In case of vacancy of all Audit Committee members, the Audit Committee must perform duty until new Audit Committee is appointed.

In case a vacancy occurs for reasons other than term completion, the Board of Directors shall appoint a qualified person to maintain the required numbers of the Audit Committee members.

The substituted member can only be in the office within the remaining term of the member he/she replaces.

Meeting and Quorum

The Audit Committee must hold meetings no less than four times a year.

To call for a meeting, the Chairman of the Audit Committee or the Secretary to the Audit Committee by order of its Chairman sends the meeting invitation to all members at least seven days ahead. Except for the urgent case to protect the company's interest, notification of the meeting can be given through other means and the meeting can be convened earlier.

The Audit Committee holds meetings to consider matters under the scope of duties.

To form a quorum in the meeting, at least half of the total members of the Audit Committee appointed by the Board of Directors must be presented. The Chairman of the Audit Committee shall also be the chairman of the meeting. In case the Chairman is absent or cannot perform the duty, other members attending the meeting can select one member to be a substituted chairman of the meeting.

The resolution of the meeting will take into account the majority of votes, with one member having one vote. Each member of the Audit Committee with vested interest in any agenda item must abstain from voting on that item. If the number of votes is equal, the chairman will cast the decisive vote.

This Audit Committee Charter has been approved by the Board of Directors in the meeting No.3/2022 that was held on March 15, 2022.

Mrs. Pranee Phasipol
Audit Committee Chairman