



Audit Committee Charter

Global Power Synergy Public Company Limited

To support the alignment of audit procedures to the Stock Exchange of Thailand (SET)'s announced requirements on "Qualifications and Scope of Work of the Audit Committee" and other related rules, regulations, operating procedures, and good practices, to ensure that the Audit Committee operates in accordance with its role, authority, and responsibility. The Audit Committee plays a very important role in promoting Global Power Synergy Public Company Limited's governance, ensuring efficiency and effectiveness of internal control procedures, good governance and risk management

Item 1 This charter is called "Audit Committee Charter of Global Power Synergy Public Company Limited".

Item 2 This charter will be effective from October 28th, 2025, onwards.

Item 3 "Audit Committee Charter of Global Power Synergy Public Company" announced on May 27th, 2024, is revoked.

Chapter 1

General Provision

Item 4 In this Charter

"The Company" means "Global Power Synergy Public Company Limited", a company listed in the Stock Exchange of Thailand.

"Subsidiaries" means to a group of companies directly or indirectly owned and controlled by Global Power Synergy Public Company Limited.

"The Board of Directors" means to Global Power Synergy Public Company Limited's Board of Directors.

"The Audit Committee" means to the Global Power Synergy Public Company Limited's Audit Committee.

"Audit Committee Member" means to a member of the Global Power Synergy Public Company Limited's Audit Committee .

"Internal Audit" means an activity established to build the Company's credibility and provide impartial and independent advice by systematically examining the efficiency and effectiveness of

the internal control, good governance, risk management processes, as well as other operations of GPSC and companies in the group.

“Internal Audit Department” means to Corporate Internal Audit of Global Power Synergy Public Company Limited.

“Chief of Internal Audit Department” means the Senior Vice President, Corporate Internal Audit of Global Power Synergy Public Company Limited or other Global Power Synergy Public Company Limited executive position and acting executive position.

“Internal Auditor” refers to the officer under Corporate Internal Audit who is responsible for internal audit and the full scope of internal audit work.

“The Chief Executive Officer” (CEO) means the President and Chief Executive Officer of Global Power Synergy Public Company Limited or the Acting CEO, including personnel assigned by the CEO.

“Top Management” means the top 5 management level immediately under GPSC CEO: positions from Senior Vice President level and above.

“The Auditee” means the unit that has been established within GPSC and its subsidiaries and/or related companies.

“Stock Exchange of Thailand” means the Stock Exchange of Thailand (SET) as defined by the Securities and Exchange Act B.E. 2530 (1987) as amended.

“Related Transaction” means the list of related transactions as defined by the Board of Capital Market Supervisory according to regulations of related transactions, including the requirement of the stock exchange of Thailand when enrolled as a listed company.

“Verify” means to reviewing or examining the procedures, methods, conditions, and also the situation of the company.

“Conflict of Interest” means to any operational processes that cause the company’s loss of profit due to the operator who lacks impartiality and does not conform to the company’s regulations.

Item 5 According to this charter, the Audit Committee has the authority to approve and review rules and regulations to ensure compliance with this charter, including the review of operational difficulties/incidents, as long as it does not contradict this charter.

If the Audit Committee approves the revision of the Audit Committee charter, the Audit Committee have the authority to reconsider and draft any additional details of this charter to be proposed and approved by the Board of Directors.

Chapter 2

The Audit Committee

2.1 Composition, Qualification, Term of Office and Termination

Item 6 The Board of Directors appoints the Audit Committee, which consists of a Chairman of the Audit Committee and at least two but not more than four members, with the Chief of the Internal Audit Department as a secretary. All members are independent.

The Company shall report the appointment of Audit Committee, and prepare a name list and scope of work of its Audit Committee in the form, in accordance with the procedures under Stock Exchange of Thailand's regulations relating to reporting via an electronic media. In addition, The Company shall submit the representation letters and curriculum vitae of the members of its Audit Committee to Stock Exchange of Thailand within 3 (three) business days from the date on which its board of directors meeting passes a resolution to appoint those committee members.

Item 7 The qualifications of the Chairman of the Audit Committee and members are as follows:

7.1 Members of the Audit Committee shall be appointed by the Board of Directors or the Shareholders' meeting as Audit Committee member.

7.2 Audit Committee members shall be independent as required by law and other related announcements by the Stock Exchange of Thailand.

7.3 Audit Committee members shall not be assigned by the Board of Directors to make business decisions for the Company, the parent company, subsidiaries including subsidiaries of the same level, associate companies, major shareholder or controlling person of the Company.

7.4 Audit Committee members shall not be a member of the Board of Directors of the parent company, subsidiaries or registered subsidiaries of the same level.

7.5 Members shall have sufficient knowledge and work experience to be able to perform duties of Audit Committee. At least one of the Audit Committee members must have knowledge and experience, in order to review credibility of the financial statements.

7.6 Be able to devote time to perform duties and give opinions with independence and fairness as well as report on the performance of the duties delegated by the Board.

7.7 Meets the requirements of the Stock Exchange of Thailand's Policy.

Item 8 The Audit Committee has the same term for the position as the Board of Directors; moreover, it will discharge the positions of the Audit Committee by term of completion, by death, by retirement, by disqualification, by discharge from the position of the Board of Directors, and by the conclusion of the Board of Directors that decide to discharge the Audit Committee for any reason.

In case the Audit Committee member is dismissed before the completion of the term, the company representative will inform SET about the reason for dismissal. However, the Audit Committee member may also clarify such reason to SET as well.

Item 9 The Audit Committee may be reappointed by the Board of Directors at the end of its term.

Item 10 The Audit Committee member who wishes to resign before completion of the term should inform the Board of Directors with at least a one-month notice, and indicate his/her reason for resigning. The Board of Director would appoint another member with fitting qualifications as his/her replacement. Moreover, the representative of the company will give notice to SET about retiring from the Audit Committee with his/her resignation.

Item 11 In the case that one of the Audit Committee members completes his/her term or the position becomes vacant for other reasons, the Board of Directors might appoint another person with fitting qualifications to maintain the required number of the Audit Committee members within at least three months, as per criteria no.6 of companies listed in the Stock Exchange of Thailand. The replacement member will serve only the remaining term of the Audit Committee for whom he/she replaces.

2.2 Scope of Duties and Responsibilities

Item 12 The Audit Committee contributes to support the good corporate governance of the company, particularly concerning financial status, internal control system, internal audit, and compliance with laws, rules, regulations, standard operating procedures, and policies, along with orders related to the company's operations as follows:

12.1 Consider the Audit Committee Charter to conform with the scope of responsibility, then review the appropriate and correctness of the Charter at least once a year.

12.2 Complete and review financial reports:

12.2.1 The Audit Committee shall review the Company's financial report to ensure it is credible, reflects the Company's financial status, and discloses sufficient important information. The Audit Committee shall ensure supervise and monitor the preparation of financial statements in accordance with relevant laws and financial reports are reviewed by financial auditors according to relevant reporting standards within a reasonable time. When irregularities are found in financial statements, inquiries shall be made to relevant parties on the cause and the scope of audit.

12.2.2 The Audit Committee has the authority to approve the criteria for the selection, appointment, and remuneration the Company's financial auditors to ensure appointment of financial auditors who are experts, independent, understand the business. The Audit Committee can also

propose the removal of the Company's auditor in case of inability to perform duties, negligence, and misconduct.

12.2.3 Support the independence of external auditor and suggest the suitability of external auditors. In addition, the Audit Committee should hold the meeting at least once a year with the external auditors without any participation of management or other person.

12.2.4 Oversight of the independence of the Audit Firm that audits the financial statements of the Company and Subsidiaries by concurring the Non-Assurance Service (NAS) of the Auditor

12.3 Internal Control

12.3.1 Review and supervise the Company and its subsidiaries for appropriate and effective internal control, to promote good internal control system that can detect deficiencies or misconducts in a timely manner.

12.3.2 Guide and give any advice to management on improvement of work processes or systems, to reduce risks in various areas, ensure work system efficiency, as well as correctness of financial statements.

12.3.3 Advise the set-up policy of good governance, to ensure that the assessment of all the actions comply with good governance policy.

12.3.4 Review operational procedures and company management to ensure that the company has operated in compliance with relevant laws, rules, regulations, standard operating procedures and policies, as well as orders related to company's operations.

12.3.5 Support and promote Governance Risk and Compliance (GRC) and anti-corruption in the business.

12.3.6 Ensure that management procedures for receiving clues/traces and complaints.

12.4 Internal Audit :

12.4.1 Ensure that the Company and its subsidiaries has an appropriate and efficient internal audit system in place, Corporate Internal Audit carry out its operations according to Internal Audit Standards, sufficient personnel and budget are allocated, and Corporate Internal Audit are independent in carrying out its duties objectively.

12.4.2 Define the scope of Internal Audit by reviewing, approving Corporate Internal Audit's annual audit plan and Risk-Based Audit Plan, as well as ordering internal auditors to perform other work as appropriate, for the interest of the Company and independence of audits.

12.4.3 To endorse the results of audits which are approved in the annual audit plan as well as special audit requests.

12.4.4 Approve the roles and responsibilities of the Chief of Internal Audit and define the qualifications, experience, and abilities required to perform these roles and responsibilities.

12.4.5 In collaboration with Top Management, participate in appointing a Chief of Internal Audit with the necessary qualifications and competencies to effectively manage Corporate Internal Audit and provide quality assurance of internal audit services.

12.4.6 Consider/Review the independence of the Chief of Internal Audit in carrying out his/her duties in accordance with Audit Plan.

12.4.7 Consider and assess the performance of the Chief of the Internal Audit Department.

12.4.8 Review and consider to appoint, transfer, and remove the Chief of the Internal Audit Department.

12.4.9 Review the Audit Committee Charter at least once a year. Any amendment shall be submitted to the Company's Board of Directors for approvals.

12.4.10 Review and approve the Internal Audit Charter.

12.4.11 Co-operate understanding among the Audit Committee, the Management, the Internal Audit Department, and external auditor with the same direction, including the consideration of the scope of the external auditor's responsibilities that would support the internal audit and vice versa.

12.5 Compliance with relevant laws and regulations

12.5.1 Review the Company's compliance with the laws on Securities and Stock Exchange of Thailand, the Personal Data Protection Act B.E. 2562 (2019) and amendments, including other laws related to the Company's business.

12.5.2 Review the effect of related transactions or conflicts of interest or the possible corruption to the company that complies with the law and regulations of the Stock Exchange of Thailand in order to ensure that a transaction is reasonable and of the utmost benefit to the company.

12.5.3 To monitor acquisition or disposal of assets with significant value (Material Transactions: MT) by reviewing and providing opinions on investment transactions during the Board meetings to ensure that the investment transactions are reasonable and in the best interests of the Company as well as to ensure that these transactions comply with the laws and SET's regulations and establish a reporting process for investment transactions under management's authority. Afterwards, to keep monitoring the progress of the transactions to ensure that the investment plan is achieved, and risk assessment is in place.

12.5.4 To consider the reasonableness of fundraising transactions by reviewing and providing opinions on the transactions during the Board meetings and to monitor that the use of funds aligns with the objective of fundraising disclosed to the SEC.

12.5.5 Review the Audit Committee Charter at least once a year and propose it to the Board of Directors for approval.

12.5.6 The Audit Committee should conduct self-assessment, then report the result with problems or obstacles if the work was unsuccessful to the Board of Directors annually.

12.6 Reporting

12.6.1 The Audit committee report must be exposed and published on the annual report signed by the chairman of the Audit Committee. The report is detailed as follows:

12.6.1.1 Committee's advice in the case of the credibility and accuracy of company's financial status.

12.6.1.2 Committee's advice in the case of the effectiveness of the internal control system.

12.6.1.3 Committee's advice of the company's compliance with law on the policy of the Stock Exchange of Thailand, regulations of the stock exchange, and other relevant laws of company business.

12.6.1.4 Committee's advice in the case of the suitability of the Auditor's selection.

12.6.1.5 Committee's advice in the case of the conflict of interest.

12.6.1.6 The frequency of Audit Committee's participation in meetings.

12.6.1.7 The comments of the Audit Committee regarding the compliance with the Audit Committee Charter.

12.6.1.8 The regulations that Shareholders and common investors should know according to the Board of Director's scope of responsibility.

12.7 Other duties:

12.7.1 Seek independent specialist experts in order to help review some issues continuously and most effectively to propose them to the Board of Directors for approval at the expense of the company. However, the process of employment should comply with the company's regulations. In addition, the Board of Directors is authorized to assign a team to support the Audit Committee's activities.

12.7.2 In the case that the Audit Committee has received a report from internal auditors about any unusual action going against laws, regulations, orders, or the company's standard operating procedures, a report shall be sent to the management to assign responsible departments to take

appropriate remedial actions according to relevant laws, rules, regulations, standard operating procedures or policies, as well as orders related to company operations.

In case that the Audit Committee has received a report from the internal auditors about any unusual items or actions with the possibility of a negative impact on company progression such as

- conflicts of interest
- corruption or unusual actions or significant defects of internal control system
- law infraction or other regulations of the Securities Exchange of Thailand or other relevant laws that are related to company business

The Audit Committee must report matters to the Board of Directors immediately in order to rectify solutions deemed appropriate. If it is found that the Board of Directors and the Management will not response to the action within limited timeframe, one of the Audit Committee might report or give notice directly to the Securities of Thailand.

12.7.3 In the case that the Audit Committee has received notice from auditors that Committee, Management or persons who responsible for the company business have any unusual actions that offend (related to Securities and Exchange Act Section 281/2 space two, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313), it is the responsibility of the Audit Committee to examine and report superficial results to the Board of Directors, then notify SET and the external auditor within 30 days of the first day's notification from the external auditor.

12.7.4 The Audit Committee has other responsibilities with the consent which is assigned by the Board of Directors or shareholders or other relevant laws.

In the case that the Audit Committee's duties are changed, the Company shall report on a resolution to change its duties, and shall prepare a name list and scope of work of the Audit Committee according to such change in the form as prescribed by Stock Exchange of Thailand. Such name list and scope of work must be submitted to Stock Exchange of Thailand within 3 (three) business days from the date on which the change is made in accordance with the procedures under Stock Exchange of Thailand's regulations relating to reporting via an electronic media.

Item 13 To serve the responsibility as Item 12: the Audit Committee needs to directly serve the Board of Director as per the scope of responsibility. In addition, the Board of Directors needs to review company's procedures against external resources.

2.3 Meetings

Item 14 The Audit Committee shall frequency of the meetings is at least on a quarterly basis. The Chairman of the Audit Committee may call for additional meetings as see fit or as requested by the Audit Committee, Internal Auditor, or financial auditors. The agenda for each meeting shall be clearly set in advance.

When necessary, management, financial auditors, or experts may be invited to attend the meeting.

Item 15 For all meetings of the Audit Committee, the quorum of meeting should include the presence of at least a half of all Audit Committee members. The meeting is to be chaired by the Chairman of the Audit Committee; otherwise, select one of the Audit Committee members in the position of Chairman if he is absent at that time.

Item 16 The resolution is passed by means of the majority of the vote which a member of the Audit Committee has one right to vote. In the case of a tied vote, the Chairman of the Audit committee is to vote as the final resolution. However, the secretary of the Audit Committee does not have the right to vote.

Any Audit Committee Member who has a conflict of interest in a matter under consideration, must inform the Meeting, and shall not comment nor vote on such matter

Item 17 Arrange a meeting with the company's financial auditors at least once a year, without the presence of the management.

Item 18 Meetings via electronics means may be arranged as deemed appropriate and shall adhere to all security principles and standards for meetings via electronic means as required by the law and related governmental agencies.

Item 19 Secretary of the Audit Committee or those who are assigned by the secretary of the Audit Committee will note and take formal minutes of the Audit Committee.

Chapter 3

The Internal Auditor

3.1 Structure, Personnel and Qualifications

Item 20 Internal Audit Department directly belongs under the Audit Committee for the responsibility of the Internal Audit Department.

In the case of general management, the Internal Audit Department belongs directly under the Chief Executive unless the chief of the Internal Audit Department is appointed, transferred, removed, and assessed as identified in Item 21. However, the Chief Executive cannot appoint the Chief of the Internal Audit Department for other positions while performing internal audit functions.

The Chief Executive should recruit and select officers of the Internal Audit Department properly conforming to the quantity of work and the complicated activities of the company. In addition, the Internal Auditor will be supported and encouraged to develop knowledge, skills, and competency by continuously attending professional courses.

Item 21 The Audit Committee is authorized to appoint, transfer, remove, and assess the operation of the Chief of the Internal Audit Department. And the opinions of the Chief Executive are considered.

Item 22 The qualifications of the Chief of the Internal Audit department and internal auditors are as follows:

22.1 Holds at least a Bachelor's degree.

22.2 Has background knowledge, skills, and competency in the area of internal audits and related work.

22.3 Has knowledge on relevant laws, rules, regulations, orders, and standard operating procedures related to the company's business.

22.4 Internal auditors shall be knowledgeable in the Company's operations, risk assessment, good corporate governance principles and internal control.

Item 23 The Chief of the Internal Audit Department and Internal Auditor must be independent and irrelevant in any conflict of interests in the company's activities for the highest integrity. In addition, they must not audit their own role in management area within one year.

3.2 Scope of duties and Responsibility

Item 24 The Internal Audit Department should outline the Internal Audit Charter conforming to the scope of the company's business that is approved by the Audit Committee and re-examine the charter at least once a year.

Item 25 The Internal Audit Department should arrange annual audit plans and long-term audit plans to propose the Audit Committee for approval, and also propose information to the Board of Directors.

During the fiscal year, if the Chief of Internal Audit Department need to review the annual audit plans as paragraph 1, she/he needs to propose the annual audit plan in an edited version to the Audit Committee for approval, and also inform the Board of Directors.

Item 26 Corporate Internal Audit shall establish quality assurance activities for internal audit through internal and external assessments as follows:

26.1 Internal Assessment is composed Periodic Self-Assessments, continuous follow-ups, to the assessment report to the Chief Executive Officer and Audit Committee

26.2 Quality assurance of management and audit operations by external independent experts at least every 5 years. And at least one member of the team of independent experts shall be a Certified Internal Auditor, and shall present the assessment report to the Audit Committee and the Chief Executive Officer.

Item 27 The Internal Audit Department is in charge of internal audits to company and its subsidiaries, as follows: The Internal Audit Department is responsible for internal audit activities of the company and its subsidiaries, as follows:

27.1 Review the effectiveness and efficiency of the Internal Audit process, good corporate governance process, and risk management process.

27.2 Review whether Finance or Non-Finance report is accurate and credible in line with relevant laws, regulations, announcements, orders, and standard operating procedures related to the company's operation.

27.3 Review the list of conflicts of interest, the possibility of corrupt incidents, and the effectiveness of company according to risk management against internal corruption.

27.4 Report the conduct of internal audit assessment and suggest the improvement of procedures or measure in order to interact with the management and the Audit Committee.

27.5 Co-operate with independent auditors in order to plan and prescribe the scope of internal audit functions for the highest benefit of the company.

27.6 Continuously develop knowledge and competency to internal auditors for a high quality of work.

27.7 Receive complaints and find more supporting information as per the Audit Committee or Chief executive.

27.8 Perform other functions approved by the Audit Committee; hence, those duties do not affect the efficiency and effectiveness of internal audit processes.

Item 28 The Internal Audit Department must serve the responsibility of the audit activity in line with annual plans that are approved by the Audit Committee.

Item 29 In the case of the responsibility in specific functions and requirements of professional experts, the Chief of the Internal Audit Department should propose the Audit Committee to approval the selection of an employment specialist as Item 12.7.1.

Item 30 Report and issue any suspicious incidents of the company detected by the Internal Audit Department to the Audit Committee in order to inform the Chief Executive later.

In the case that any suspicious incidents consequently affect company losses, conflicts of interest, and corruption or violations of the internal controls, report and discuss the issue immediately to the Audit Committee and also the Chief Executive to inform the Board of Directors.

Chapter 4

Auditee

Item 31 The Auditees have the following responsibilities:

31.1 Facilitate and cooperate with internal auditors

31.2 Prepare complete evidence on the unit's operations and other related documentation, ready for inspection.

31.3 Clarify and answer any enquiries from the internal auditors, and provide any additional documentation upon request.

31.4 Facilitate independent access of the Auditee's information system to internal auditors.

Announced date October 28th, 2025



(Professor Dr. Supot Teachavorasinskun)

Chairman of the Board of Directors

Global Power Synergy Public Company Limited