

Audit Committee Charter for Year 2022

This Audit Committee Charter has been adopted by the Board of Directors of Nation Broadcasting Public Company Limited. The Audit Committee of the Board shall review and reassess this charter annually to ensure that it is in alignment with current circumstances, rules and related regulations, and recommend any proposed changes to the Board for approval.

Purpose

The Board of Directors appoints the Audit Committee to assist the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, internal control, and financial reporting practices of the company.

Committee Composition and Qualifications

The Audit Committee shall consist of at least three members. Each Committee member shall hold a director position and possess the qualifications to act as an independent director as defined by the company's Corporate Governance policy, as well as the regulations of supervising agencies and Securities and Exchange law. The Audit Committee or the Board of Directors shall appoint one member of the Committee as its chairperson.

The Audit Committee shall exercise its judgment freely and have financial literacy concerning the financial statements. At least one member of the Committee shall possess expertise in accountancy or finance.

The Audit Committee can communicate directly with external auditors. Internal auditor and Company management.

Meeting

The Audit Committee must meet at the scheduled time at least 4 times a year or more if necessary. And attend meetings with the external auditors without management in attendance at least 1 time per year.

The Chairman of the Audit Committee is responsible for organizing the meeting. Acted as the chairman of the meeting Approve the meeting agenda As well as report the meeting results to the Board of Directors

The Audit Committee's secretary shall participate in every meeting, as he/she is in charge of preparing and presenting documents to the Committee for review and recording minutes of the meeting, as well as keeping the minutes of the meeting. In the event that the Committee's secretary is unable to attend the meeting, the Committee shall assign a person to undertake the secretary's responsibilities instead.

Tenure

Audit Committee members have a 3-year term of service, which coincides with the tenure of directors. Audit Committee members due to retire by rotation are eligible for re-election. In case that any vacancy in the Audit Committee occurs due to reasons other than retirement by rotation, the Board of Directors or the Shareholders' Meeting shall appoint a qualified person to fill the vacancy so that the total number of Audit Committee members will comply with related laws and regulations. The new member of the Audit Committee who takes the vacant seat will serve the company for the remainder of the term of the replaced member.

The Audit Committee shall consider and appoint a qualified person to serve as the Committee's secretary, who shall be in charge of supporting its operations, planning meeting schedules and handling other tasks as assigned by the Committee.

Role and Responsibilities

The Audit Committee shall be responsible for :

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.
4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
6. Review the connecting transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and in compliance with rules and regulations of the Stock Exchange of Thailand as well as disclosure complete information for those transactions to ensure that such transactions are appropriate and most beneficial to the Company.
7. Review the company's compliance with private sector's anti-corruption and certification programmes, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.

8. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information.

- Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
- Opinions concerning with the adequacy of the Company's internal control system.
- Opinions concerning the company's risk management system
- Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
- Opinions concerning with the appropriateness of the auditor.
- Opinions concerning with the transactions that may involve conflict of interest.
- The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
- Opinions or overall observation that the Audit Committee has found during performing its duty according to the Charter of the Audit Committee.
- Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

9. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

To perform such duties completely, the Audit Committee is empowered to call in or ask the Management, heads of relevant units and employees, to voice their opinions, attend a meeting or provide essential relevant documents. The Committee can also seek independent opinions from professional consultants as it deems necessary, at the expense of the company.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee, the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Board of Directors is empowered to make adjustment and change definitions and qualifications of the independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of the Security and Exchange Commission, the Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.



(Mr.Sutee Phongpaiboon)
Chairman of the Audit Committee



(Mr. Chaiwat Atsawintarakun)
Member of the Audit Committee



(Miss. Narissara Srisunt)
Member of the Audit Committee

This Audit Committee Charter for year 2022

is considered and agreed by The Audit Committee Meeting No.4/2021 On November 11 , 2021,

is considered and approved by The Board of Directors Meeting No.5/2021 On November 11 , 2021