Audit Committee Charter

Group Lease Public Company Limited

(Translation)

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Audit Committee Charter

(Amended (2) by the resolution from the Board of Directors' Meeting No. 8/2026
Held on 24th August 2026)

1. Objectives

The Board of Directors of Group Lease Public Company Limited (the "Company") recognizes the importance of good corporate governance, risk management, internal control and compliance with applicable laws, regulations, and relevant standards in order to promote transparent, ethical, and accountable business operations while safeguarding the best interests of the Company, the shareholders and all stakeholders.

Accordingly, the Board of Directors has appointed the Audit Committee as an independent committee to support the Board of Directors in overseeing the operations of the Company and the Company's subsidiaries in an effective, transparent, and accountable manner. The Audit Committee is also entrusted with enhancing the reliability of the Company's financial report, the adequacy and effectiveness of its internal control system, risk management framework, compliance system, and corporate governance processes.

To ensure that the Audit Committee performs its duties consistently with the foregoing principles, the Board of Directors has adopted this Audit Committee Charter to prescribe the Audit Committee's roles, duties, responsibilities, authority, scope of work, and operating procedures in accordance with applicable laws, the notifications and regulations of the Securities and Exchange Commission of Thailand ("SEC"), the relevant requirements of the Stock Exchange of Thailand ("SET"), and the principles of good corporate governance. This Audit Committee Charter is intended to ensure that the Audit Committee performs its duties effectively, independently, and in a manner that creates sustainable value for the Company.

2. Composition, Appointment and Term of Office

2.1 The Audit Committee shall comprise independent directors representing at least one-third of the total number of the Board of Director members, but in any event shall consist of no fewer than three members. Every Audit Committee member shall possess all qualifications prescribed by applicable laws, notifications of the Securities and Exchange Commission ("SEC"), and the regulations of the Stock Exchange of Thailand. At least one Audit Committee member shall have sufficient knowledge, expertise or experience in accounting or finance to be able to review the reliability of the financial statements.

2.2 The Audit Committee members shall be appointed by the Board of Directors or the shareholders' meeting, as the case may be, and in accordance with the criteria prescribed by the law. Every Audit Committee member shall remain a director of the Company throughout the entire period during which such member performs his or her duties.

2.3 The Audit Committee or the Board of Directors shall appoint one Audit Committee member to serve as the Chairman of the Audit Committee and shall appoint a Secretary to the Audit Committee to support the operations, arrange meetings, prepare minutes of meetings, and undertake relevant coordination.

2.4 The Audit Committee's term of office is 2 years, and the members who vacate office upon the expiration of the term may be re-elected.

2.5 If the Audit Committee member vacates office upon the expiration of his or her term, whether due to resignation, cessation of his or her position as a director of the Company or any other reason, resulting in the number of the Audit Committee members falling below the minimum required by applicable laws or regulations, the Board of Directors shall immediately appoint the new Audit Committee member to meet the requirement or within three months from the date which the number of the Audit Committee members is not complete, in order to ensure continuity in the operations of the Audit Committee. The Audit Committee member appointed to fill the vacancy shall hold office for the remaining term of the Audit Committee member whom he or she replaces.

3. Qualifications

All Audit Committee members must be an Independent Director. The qualifications of an "Independent Director" are as follows:

3.1 Holding no more than 1% of total voting shares of the Company*, including the shareholding of persons related to the Independent Directors.

3.2 Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties*.

Exception: It has been at least two years after the person has held the position.

3.3 Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.

3.4 Not currently having or never had any relations with the Company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the Company*.

Exception: It has been at least two years after the person has held the position.

3.5 Not currently being or never been the Company's auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm*.

Exception: It has been at least two years after the person has held the position.

3.6 Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the Company with a fee more than THB 2 million per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers.

Exception: It has been at least two years after the person has held the position.

3.7 Not currently a director appointed to represent the Company's directors, major shareholders, or the shareholder related to major shareholder.

3.8 Not currently be operating under similar business nature and significant competition to the Company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the Company and subsidiary.

3.9 Not under any conditions that may impede the person from expressing an independent opinion towards the Company's operations.

3.10 Not being a director who has been authorized by the Board of Directors to make decisions concerning the business operations of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholders, or controlling persons of the Company.

3.11 Not currently the director of the parent company, subsidiary, or same-level subsidiary of listed companies only.

3.12 Having sufficient knowledge and experience to perform the duties of an Audit Committee. There must be at least one Audit Committee member, who is sufficiently knowledgeable and experienced to review the reliability of financial statements.

* *Including the parent company, subsidiary, affiliate, major shareholder(s) , or controlling parties of the Company*

4. Duties and Responsibilities

The Audit Committee shall have the duties and responsibilities assigned by the Board of Directors and shall report the results of its performance to the Board of Directors. Such duties and responsibilities are as follows:

4.1 Review the accuracy, completeness, reliability, and adequacy of the financial reports, including financial disclosures, to ensure compliance with financial reporting standards and applicable laws.

4.2 Participate with the Internal Audit Unit in planning the audit of the internal control system.

4.3 Review the adequacy and effectiveness of the internal control system, internal audit system, risk management system, and system for overseeing compliance with laws and regulations ("Compliance"), including considering the independence of the Internal Audit Unit and approving the appointment, transfer, performance evaluation, or dismissal of the Head of the Internal Audit Unit.

4.4 Review the performance of the Company to ensure compliance with the Securities and Exchange law, the regulations of the Stock Exchange of Thailand and the laws applicable to the Company's business operations.

4.5 Consider, select and propose the appointment or dismissal of an independent person to serve as the Company's external auditor, as well as, the consideration of the remunerations of the external auditor. The Audit Committee shall also participate in the meeting with the external auditor without the Company's management at least once a year.

4.6 Ensure that the connected transaction or transaction that may lead to conflict of interest has been done in compliance with the laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

4.7 Prepare the Audit Committee's report for disclosure in the Company's annual report (Form 56-1 One Report). Such report shall be signed by the Chairman of the Audit Committee and shall contain at least the following information:

- Comment on accurateness, completeness and credibility of the Company's financial report.
- Comment on the adequacy and effectiveness of the Company's internal control system, risk management and the internal audit system.
- Comment on the Company's compliance with the Securities and Exchange Acts and the SET's regulations and other laws relevant to the Company's business operations.
- Comment on the suitability, independence and performance of the external auditor.
- Comment on connected transactions and transactions that may have conflicts of interest.
- The number of the Audit Committee's meetings held and the meeting attendance record of each Audit Committee member.
- A summary of the Audit Committee's performance, observation and recommendations.
- Any other report which should be made to the shareholders and general investors within the scope of duties and responsibilities assigned by the Board of Directors.

4.8 Perform any other duties assigned by the Board of Directors with the consent of the Audit Committee.

To enable the Audit Committee to perform its duties effectively and achieve its objectives, the Audit Committee shall have the authority to invite directors, executives, auditors, or employees of the Company to attend the Audit Committee's meeting to provide information, clarify facts, express opinions, or submit relevant or necessary documents.

In addition, where necessary, the Audit Committee shall have the authority to engage advisors or external persons to provide opinions or advice on matters relating to the performance of the Audit Committee's duties, in accordance with the Company's regulations.

5. The Meeting and Quorum

5.1 The Audit Committee shall hold a meeting at least once per quarter and may hold additional meetings as necessary or appropriate. The Secretary to the Audit Committee shall deliver the notice of meeting, together with the meeting agenda and relevant supporting documents, to the Audit Committee members within a reasonable period in advance of the meeting, except in urgent cases.

5.2 To constitute a quorum of the Audit Committee Meeting, there should be at least not less than one-half of the total appointed Audit Committee members participate in the meeting.

5.3 If the Chairman of the Audit Committee is unable to attend a meeting or perform his or her duties, the Audit Committee members attending the meeting shall elect one Audit Committee member to serve as the chairman of the meeting.

5.4 The resolutions of the meeting shall be passed by a majority vote of the Audit Committee members attending the meeting. Each Audit Committee member shall be entitled to one vote. In the event of an equality of votes, the chairman of the meeting shall have an additional vote as the casting vote.

5.5 The Audit Committee member who has a direct or indirect interest in a matter under consideration shall disclose the nature of such interest and shall not be entitled to participate in the consideration of or vote on such agenda item, unless otherwise prescribed by applicable laws or regulations.

6. Remunerations

The Audit committee members shall be entitled to receive remuneration as approved by the shareholders' meeting. The Board of Directors shall consider and propose an appropriate rate of remuneration, taking into account the roles, duties, responsibilities, scope of work, workload, performance, and practices adopted by listed companies in the same industry, for consideration and approval by the shareholders' meeting in accordance with applicable laws and regulations.

7. Effective Date

This Audit Committee Charter shall take effect from 24 August 2026, onwards.

Thanaphon Kongjieng

(VDC MAJ Dr. Thanaphon Kongjieng)

Chairman of the Audit Committee

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