

FIC Global Inc.

Audit Committee Organizational Charter

Established on November 7, 2016
Articles 4, 7, 9, and 11 were amended on
November 8, 2017, and Article 11-1 was
added
Articles 6 and 11 were amended on November
10, 2020
Articles 5 and 7 were amended on March 14,
2024, and Articles 8-1 and 8-2 were added

- Article 1 These Procedures are established in accordance with Article 3 of the Regulations Governing the Exercise of Powers by Audit Committee of Public Companies.
- Article 2 Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with this Charter.
- Article 3 The main function of the Committee is to supervise the following matters:
- I. Fair presentation of the financial reports of the Company.
 - II. Appointment (dismissal), and competence, independence, and performance of CPAs.
 - III. Effective implementation of the internal control system of the Company.
 - IV. Compliance with relevant laws and regulations by the Company.
 - V. Management of the existing or potential risks of the Company.
- Article 4 The Committee shall be composed of all independent directors and the number shall not be less than three. One of them shall be the convener, and at least one of them shall have accounting or financial expertise.
- The members of the Committee shall serve a 3-year term, and may be re-elected to further terms. When the number of the independent director members on the Committee falls below that prescribed in the preceding paragraph due to an independent director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When all independent directors have been dismissed, an extraordinary shareholders' meeting shall be convened within 60 days from the date of occurrence to hold a by-election to fill the vacancies.
- Article 5 The provisions of the Securities and Exchange Act, the Company Act, and other laws and regulations regarding supervisors shall apply mutatis mutandis to the Audit Committee.
- The provisions of Article 14-4, paragraph 4 regarding the conduct of a supervisor as the Company's representative, concerning provisions of the Company Act that involve the powers of supervisors shall apply mutatis mutandis to the independent director members on the Audit Committee.
- Resolutions of the Audit Committee shall be approved by more than half of all Audit Committee members. The Audit Committee convener shall represent the Audit Committee to the public.
- The Company's representatives, as specified in Articles 213, 214, and 223 of the Company Act, shall be appointed by the Audit Committee in accordance with the procedure mentioned in the preceding paragraph. The Audit Committee may resolve to have the members represent each other individually or jointly. If a representative is not elected according to the procedure in the preceding paragraph, all members shall jointly represent the representative.
- The number of ; all members; as used in this Procedures shall be counted as the number of directors actually in office.

- Article 6 The powers of the Committee are as follows:
- I. The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
 - II. Assessment of the effectiveness of the internal control system.
 - III. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
 - IV. Matters in which a director is an interested party.
 - V. Asset transactions or derivatives trading of a material nature.
 - VI. Loans of funds, endorsements, or provision of guarantees of a material nature.
 - VII. Offering, issuance, or private placement of equity-type securities.
 - VIII. Appointment (dismissal) of CPAs, their remuneration, suitability, independence, and performance.
 - IX. The appointment or discharge of a financial, accounting, or internal audit manager.
 - X. Annual financial report and financial report for Q2 signed or sealed by the Chairman, manager and head of accounting audited and attested by a CPA.
 - XI. Other material matters as may be required by the Company or by the competent authority.

The matters under the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the Board of Directors for resolution.

Any matter in the Paragraph 1, with the exception of Subparagraph 10, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire Board of Directors.

The number of ; all members; as used in this Charter shall be counted as the number of directors actually in office.

The convener of the Committee shall represent the Committee externally.

- Article 7 The Committee shall convene at least once quarterly, and may call a meeting at its discretion whenever necessary.
- In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice. The location and time of Audit Committee meetings shall be at a place and time that is within the office hours of the Company;s registered location or is convenient for members to attend and suitable for the Audit Committee meeting to be held. All members of the committee shall elect one person from among themselves to be the convener and Chairman of the meeting. However, when the members of the Audit Committee are unable to select a convener, the independent director with the highest number of votes shall serve as the convener.
- If the convener is on leave or unable to convene the meeting for any reason, they shall designate another independent director to act on their behalf. If no proxy is designated by the convener, the independent directors of the committee shall elect one from among themselves to act as the proxy.
- More than half of the independent directors of the Audit Committee may, in writing, specify the proposed matters and reasons, and request the convener to call a meeting of the Audit Committee. If the convener does not call a meeting of the Audit Committee within 15 days after the request is made, more than half of the independent directors of the Audit Committee may convene the meeting themselves.
- The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information. However, they shall leave the meeting when deliberation or voting takes place.
- When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 8 When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent directors in attendance, and thereafter made available for reference.

Independent director members shall attend meetings of the Committee in person. If an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

If for a legitimate reason it is impossible to hold a meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire Board of Directors. However, for matters listed in Subparagraph 10, Paragraph 1, Article 6, the independent directors shall still provide opinions in agreement.

The proxy under Paragraph 2 may accept a proxy from one person only.

Article 8-1 If the scheduled meeting time arrives and less than half of the Audit Committee members are present, the Chairman may announce a postponement of the meeting to later the same day, with a limit of two postponements. If the quota is not met after two postponements, the Chairman may convene a new meeting according to the procedure specified in Article 7.

Article 8-2 The Audit Committee shall conduct meetings in accordance with the proceedings set forth in the meeting notice. However, with the consent of more than half of all Audit Committee members, the meeting may be rescheduled. The Chairman shall not unilaterally announce the adjournment of the meeting without the consent of more than half of all Audit Committee members. During the proceedings of the Audit Committee, if the number of attending members is less than half of the total, upon the motion of the attending independent directors, the Chairman shall announce a suspension of the meeting, and the provisions of the previous article shall apply. During the proceedings of the Audit Committee, if the convener is unable to preside over the meeting for any reason or if the Chairman does not adjourn the meeting in accordance with the provisions of the Paragraph 2, the selection of a proxy shall follow the provisions of Article 7.

Article 9 Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

- I. The session, time, and place of the meeting.
- II. The name of the meeting chair.
- III. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
- IV. The names and titles of those attending the meeting as non-voting participants.
- V. The name of the minute taker.
- VI. The matters reported at the meeting.
- VII. Agenda items: For each motion, the method of resolution and the result, a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting, name of the independent director who is an interested party as referred to in Paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued, and any objections or reservations expressed.
- VIII. Extraordinary motions: The name of the mover, the method of resolution and the result for each motion, a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting, name of the independent director who is an interested party as referred to in Paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued, and any

objections or reservations expressed.

IX. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be appropriately preserved during the existence of the Company.

The minutes of a Committee meeting shall bear the signature or seal of both the Chairman and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of Paragraph 1 may be produced and distributed in electronic form.

Article 10 The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward motions for discussion by the Committee.

Article 11 An independent director member of the Committee shall explain the material aspects of the interest he or she has when he or she is an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Company, the director shall not attend the discussion and voting and shall recuse himself or herself therefrom.

Where the spouse or a blood relative within the second degree of kinship of an independent director, is an interested party with respect to an agenda item, such independent director shall be deemed to be an interested party with respect to that agenda item.

If, for the reason stated in the preceding paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the Board of Directors, which shall resolve on the item.

Article 11-1 Any and all meetings of the Committee shall be audio-recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five years. The files may be stored electronically.

If any litigation relating to a resolution of the meeting of the Committee commences before the expiry of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant data of audio-recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

For a meeting of the Committee convened via videoconferencing, the audio-recorded and videotaped data shall be part of the minutes of the meeting and shall be properly kept during the existence of the Company.

Article 12 The Committee may resolve to retain the service of an attorney, CPAs, or other professionals to provide advice with respect to matters in connection with Article 6. The costs of their services shall be borne by the Company.

Article 13 The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter, they shall be accountable to the Board of Directors and shall submit their motions to be resolved by the Board of Directors.

Article 14 The Committee shall conduct regular reviews of matters relating to this Charter and present the results for amendment by the Board of Directors.
The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 15 This Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the Board of Directors.