

Taiwan FamilyMart Co., Ltd

Audit Committee Charter

Article 1

This Regulation is adopted pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies and the Articles of Incorporation of the Company.

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 Audit Committee ("the Committee") exercises its powers shall be handled in accordance with this Regulation.

Article 3

The main function of the Audit Committee is to supervise the following matters:

- I. Fair representation of the company's financial report.
- II. Evaluation of hiring or dismissal of an attesting CPA and its independence and performance.
- III. Effective implementation of the internal control system.
- IV. The compliance to relevant regulations and rules.
- V. Management of existing or latent risks.

Article 4

The Committee shall consist entirely of independent directors, with no less than three members. One member shall be the convener, and at least one member shall have a background in accounting or finance.

The independent director 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 the requirement 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 the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of the 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 regarding the exercise of powers by supervisors, except for the matters of authority under Article 14-4, Paragraph 4 of the Securities and Exchange Act, shall be exercised by this Committee.

The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act concerning the powers of supervisors under the Company Act shall apply mutatis mutandis to the independent director members of this Committee.

Article 6

The powers of the Committee are as follows:

- I. Establishment or amendments to the internal control system according to Article 14-1 of the Securities and Exchange Act.
- II. Assessment of internal control system effectiveness.
- III. Establishment or amendments to asset acquisition/disposal procedures, derivative trading procedures, procedures on loans to others, endorsement and guarantee procedures, and other procedures of major financial consequences as specified in Article 36-1 of the Securities and Exchange Act.
- IV. Matters in which a director is an interested party.
- V. Major asset or derivative trading.
- VI. Loans of funds, endorsements, or provision of guarantees of a material nature.
- VII. Offering, issuance, or private placement of securities with equity characteristics.
- VIII. Appointment, discharge or remuneration of the certified public accountant.
- IX. Appointment or removal of chief officers of finance, accounting and internal audit.
- X. The annual financial report signed or sealed by the Chairperson, manager, and accounting supervisor.
- XI. Other major matters stipulated by the Company or the competent authority.
- XII. Review risk management policies.
- XIII. Review the implementation of risk management, make recommendations, and report to the Board of Directors periodically.

Resolutions on the matters in the preceding paragraph shall be approved by more than one-half of all members of this Committee and submitted to the Board of Directors for resolution.

Except for item ten, matters listed in each subparagraph of Paragraph 1, if not approved by more than one-half of all members of this Committee, may be approved by more than two-thirds of all directors.

Persons to represent the company in matters under Articles 213, 214, and 223 of the Company Act shall be selected by the Audit Committee by the procedure set out in the preceding paragraph. The Audit Committee may resolve for members to individually or jointly represent the company; if no representative is selected in accordance with the preceding paragraph, all members shall represent the company jointly.

The term "all members" as used in these Rules refers to the actual number of members in office.

The convener of this Committee shall represent this Committee externally..

Article 7

This Committee shall convene at least once every quarter and may convene meetings at any time as needed.

The convening of this Committee shall state the reasons for the convening and shall be notified to each independent director member of this Committee seven days in advance; however, this shall not apply in cases of emergency.

The location and time for convening the Audit Committee shall be at the Company's location and during business hours, or at a location and time convenient for the Audit Committee members to attend and suitable for the convening of the Audit Committee.

This Committee shall mutually designate one person from among all members to serve as the convener and chairperson of the meeting. However, if the Audit Committee is unable to elect a convener, the independent director who received the most votes representing shareholders' voting rights shall serve as the convener.

If the convener is on leave or unable to convene the meeting for any reason, he/she shall designate another independent director member to act as his/her deputy; if the convener fails to designate a deputy, the independent director members of the Committee shall mutually designate one person to act as the deputy.

More than one-half of the independent directors of the Audit Committee may request the convener to convene an Audit Committee meeting by submitting a written request stating the proposed matters and reasons. If the convener fails to convene an Audit Committee meeting within fifteen days of the submission of the request, more than one-half of the independent directors of the Audit Committee may convene the meeting on their own initiative.

The Committee may request for the presence of the Company's department managers, internal audit personnel, accountants, legal advisors, or other relevant personnel to provide the necessary information. However, these professionals need to be dismissed during the discussion and voting stage.

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

Attendance logs shall be provided during Committee meetings and signed by independent director members present for future reference.

The Committee's independent director members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Members who participate in meetings via video conferencing shall be deemed to have personally attended the meeting.

A member of the Committee that appoints another independent director member as proxy to attend a meeting 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 consent of one half or more of the entire membership. The outcome of the vote shall be documented and announced on site.

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. Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each independent director member with respect to the matters under Article 6, Paragraph 1, Subparagraph 10.

Each proxy attendant mentioned in Paragraph 2 may only represent the presence of one absent director.

Article8-1

If, at the scheduled time for the meeting, the number of members of the Audit Committee present is less than one-half of all members, the chairperson may announce a postponement of the meeting on the same day. The number of postponements shall be limited to two. If there is still no quorum after two postponements, the chairperson may reconvene the meeting in accordance with the procedures stipulated in Article 7, paragraph 2.

Article8-2

The Audit Committee shall conduct its proceedings in accordance with the agenda set forth in the meeting notice. However, such agenda may be changed with the consent of more than one-half of all members of the Audit Committee.

The chairperson shall not declare the meeting adjourned without the consent of more than one-half of all members of the Audit Committee.

During the proceedings of an Audit Committee meeting, if the number of members present is less than one-half of all members, the chairperson shall, upon the proposal of an independent director present, announce a suspension of the meeting and apply the provisions of the preceding Article mutatis mutandis.

During the proceedings of an Audit Committee meeting, if the convener is unable to chair the meeting for any reason or the chairperson fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 7, Paragraph 5 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 9

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

- I. The meeting session, time, and venue.
- II. Name of the chairperson.
- III. Independent directors' attendance, including the number and names of attendants, absentees, and those who are on leave of absence.

- IV. The names and titles of other participants invited to the meeting.
- V. Name of the minute taker.
- VI. Reported items.
- VII. Matters for Discussion: For each proposal, 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 recused; and any objections or reservations expressed.
- VIII. Extraordinary motion: 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 recused; and any objections or reservations expressed.
- IX. Other details that need to be recorded in meeting minutes.

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 meeting minutes must be signed or stamped by the chairperson and the minute taker, and distributed to all independent director members within 20 days after the meeting. It should be treated as part of the company's key files and retained as such over the company's existence.

The preparation and distribution of meeting minutes mentioned in Paragraph 1 can be made in electronic form.

Article 10

The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals 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 this Corporation, the director shall not attend the discussion and voting and shall recuse himself or herself therefrom. They shall not exercise the voting right for and on behalf of another independent director member.

The spouse or blood relatives within the second degree of kinship of an independent director shall be deemed to have a personal interest in the matters discussed at the aforementioned meeting if they have a pecuniary interest in the matters discussed at the meeting.

If, for the reason stated in the first paragraph, the Committee cannot reach a resolution, it shall report to the Board of Directors, which shall make the decision.

Article 11-1

The Company shall record on audio or videotape the entire proceedings of the Committee's meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

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 engage lawyers, accountants, or other professionals to provide the necessary audits or consultations so as to assist the Committee in performing the duties stipulated in Article 6. The Company shall bear all costs incurred in this regard.

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 proposals to be resolved by the board.

Article 14

The Committee must review its Charter on a regular basis and recommend any revisions necessary to 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

The Charter shall be enforced from the date of establishment of the Audit Committee after the approval of the Board of Directors. The same applies to all subsequent amendments.

Article 16

The Charter was established on March 24, 2015; 1st amendment made on November 10, 2017; 2st amendment made on June 21, 2019, 3st amendment made on December 13, 2019, 4st amendment made on March 23, 2020, 5st amendment made on November 6, 2023, 6st amendment made on May 5, 2024.