



AUDIT COMMITTEE CHARTER

Pursuant to its commitment to good governance, the Board of Directors ("Board") of Monde Nissin Corporation ("MNC") hereby adopts the Audit Committee's ("Audit Committee's") Charter ("Charter"):

Section 1. Purpose

The Board constituted the Audit Committee to assist the Board in fulfilling its oversight responsibility of the MNC's corporate governance processes relating to the:

- Quality and integrity of MNC's financial statements and financial reporting process;
- Effectiveness of MNC's internal control systems;
- Independence and performance of MNC's internal and external auditors;
- MNC's Compliance with accounting standards, financial reporting, and other disclosure requirements as required by applicable law, regulations, and industry and professional standards;
- Evaluation of management's process to assess and manage MNC's enterprise risk issues; and
- Fulfillment of the other responsibilities set out herein.

The Audit Committee is accountable to the Board for its performance and shall prepare the Report of the Audit Committee which shall be included in MNC's annual report.

Section 2. Membership

1. **Composition** – The Audit Committee shall be composed of not less than three (3) appropriately qualified non-executive directors ("**NEDs**"), the majority of whom, including the Audit Committee's Chairperson, shall be independent directors.

The Audit Committee's Chairperson should not be the chairperson of the Board or of any other committees.

Each Audit Committee member must have the relevant knowledge or skills in, and/or adequate understanding of finance, accounting, and auditing principles in general and of MNC's business, including the financial management systems and environment, in particular.

2. **Term** – The Board shall appoint the members of the Audit Committee at the annual organizational meeting of the Board and each Committee member shall, unless removed or replaced by the Board earlier, serve upon his/her election until the next organizational meeting of the Board. The Board, through the Audit Committee, shall ensure that there is an

established training and succession plan for the Audit Committee which is regularly reviewed and updated.

Independent directors who are members of the Audit Committee may be elected and re-elected, as the case may be, for the maximum term allowed under applicable law or regulations.

3. **Vacancy** – Any vacancy in the Audit Committee caused by the death, resignation, or disqualification of any member, or by any other cause, may be filled by the Board. The Director elected to fill the vacancy in the Audit Committee shall hold office for the remainder of the term, or until his/her successor shall have been duly elected and qualified.
4. **Removal** – The Chairperson of the Audit Committee or any of the Audit Committee’s members may be removed from membership in the Audit Committee only by the Board.

Section 3. Powers, Duties and Responsibilities of the Audit Committee

The Audit Committee is expected, through the provision of checks and balances, to support the corporate governance process and to strengthen and enhance the Board’s oversight and audit functions. Specifically, the Audit Committee shall have the following duties and responsibilities:

1. assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules, and regulations;
2. recommends the approval the Internal Audit Charter which formally defines the role of Internal Audit, and the company’s Audit Plan; the Audit Committee shall oversee the implementation of the Internal Audit Charter. The Audit Plan shall include the audit scope, resources, and budget necessary to implement it;
3. through the Internal Audit Department, monitors and evaluates the adequacy and effectiveness of MNC’s internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances should be in place in order to (a) safeguard MNC’s resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of MNC’s financial data, and (d) ensure compliance with applicable laws and regulations;
4. oversees the Internal Audit Department, and recommends the appointment and/or grounds for approval of an internal auditor/internal audit head or Chief Internal Audit Executive. (“*Internal Auditor*”). The Audit Committee should also evaluate and approve the terms and conditions for outsourcing internal audit services;

5. establishes and identifies the reporting line of the Internal Auditor to enable him/her to properly fulfill his/her duties and responsibilities. For this purpose, the Internal Auditor should directly report to the Audit Committee;
6. reviews and monitors management's responsiveness to the Internal Auditor's findings and recommendations;
7. prior to the commencement of the audit, discusses with the External Auditor the nature, scope, and expenses of the audit, and ensures the proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;
8. evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to such External Auditor and MNC's overall consultancy expenses. The Audit Committee should disallow any non-audit work that will conflict with the External Auditor's duties as such or may pose a threat to the External Auditor's independence. The non-audit work, if allowed, should be disclosed in MNC's Annual Report and Annual Corporate Governance Report;
9. reviews and approves the Interim and Annual Financial Statements before their submission to the Board for its approval, with particular focus on the following matters:
 - Any change/s in accounting policies and practices;
 - Areas where a significant amount of judgment has been exercised;
 - Significant adjustments resulting from the audit;
 - Going concern assumptions;
 - Compliance with accounting standards; and
 - Compliance with tax, legal and regulatory requirements;
10. reviews the reports submitted by the Internal and External Auditors;
11. reviews the disposition of the recommendations in the External Auditor's management letter;
12. performs oversight functions over the Internal and External Auditors. The Audit Committee ensures the independence of Internal and External Auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;
13. coordinates, monitors, and facilitates compliance with laws, rules, and regulations;
14. recommends to the Board the appointment, reappointment, removal, and fees of the Audit Committee's duly-accredited External Auditor, who undertakes an independent audit of MNC, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders; and

15. performs other activities related to this Charter as requested by the Board.

The Audit Committee meets with the Board at least every quarter without the presence of the Chief Executive Officer or other management team members, and periodically meets with the Internal Auditor.

The Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.

Section 4. Specific Powers, Duties and Responsibilities of the Chairperson of the Audit Committee

The Audit Committee's Chairperson shall be responsible for ensuring the effective interaction among the Audit Committee members, with management, and the Internal and External auditors.

To keep the Board apprised on the results of the Audit Committee's activities, the Audit Committee's Chairperson shall submit a report every quarter to the Chairperson of the Board; and shall be ready to present the report to the full Board during its meeting for the quarter.

The Audit Committee's Chairperson will also submit and present an Annual Audit Committee Report to the full Board during its first meeting following the immediate calendar year which shall be included in MNC's Annual Report.

Section 5. Meetings and Quorum

The Audit Committee shall meet at least quarterly. Preferably, the quarterly meetings will be held prior to the meeting of the Board. In cases when there is a need for special meetings to take up any critical items that would need approval in between the quarterly meetings, it shall be up to the Audit Committee's Chairperson to either call for a special meeting or just allow the routing of the covering paper.

Attendance of at least a majority of the Audit Committee members shall constitute a quorum for the Audit Committee to transact business. The Audit Committee shall act only on the affirmative vote of at least a majority of the members present in a meeting at which there is a quorum.

The agenda for the meetings will be developed by the Chief Internal Audit Executive/Internal Auditor based on the inputs from the Audit Committee members, subject to the approval of the Audit Committee. The quarterly meetings will include the review and discussion of the quarterly or year-end financial statements, the related disclosures and other reportorial requirements, and updates on internal audit activities. Notice of the meeting and Audit Committee materials will be distributed to all Audit Committee members at least three (3) calendar days prior to each Audit Committee meeting. A notice of each meeting confirming the date, time, venue, and agenda shall be sent to each member of the Audit Committee personally to his/her address, by email, or other electronic means, as may be appropriate.

The Chairperson of the Board, President, the Chief Executive Officer and the Chief Financial Officer may be requested to attend Audit Committee meetings. As and when appropriate, the Audit Committee may require other members of management to be present at the meetings. External subject experts, such as the appointed External Auditor and other consultants, may also be invited to the meetings.

At least once a year, the Audit Committee shall conduct a separate meeting in executive session with the Chief Internal Audit Executive/Internal Auditor, and the External Auditor to discuss any matter that the Audit Committee or the Internal or External Auditors believe should be discussed privately, including the results of the audit, quality of management, financial and internal controls.

The External auditors and/or the Chief Internal Audit Executive/Internal Auditor may request a meeting with the Auditor Committee whenever deemed necessary.

Section 6. Functional and Secretariat Support

The Internal Audit Department shall support the Audit Committee in the rendition of its functions, and specifically shall:

1. provide all the secretariat support to the Audit Committee.
2. attend, through the Chief Internal Audit Executive/Internal Auditor, all the Audit Committee meetings and be primarily responsible for recording the minutes of the meetings which minutes shall be subject to the review of the Corporate Secretary.
3. keep all minutes of the meetings and make these available for inspection by any member of the Audit Committee or the Board, as and when requested.
4. review all papers for submission to the Audit Committee, including any proposals from management before these are submitted to the Audit Committee for approval.

If there are unresolved differences in opinion on any proposal between a proponent and the Internal Audit Department, these shall be brought to the attention of the Audit Committee for consideration and decision.

Section 7. Performance Evaluation

The Audit Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of this Charter, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to this Charter for approval by the Board.

The Audit Committee shall assess its performance through a self-assessment worksheet (the "Assessment") that substantially adopts the Securities and Exchange Commission's ("SEC's") *Guidelines for the Assessment of the Performance of Audit Committees of Companies Listed on the Exchange*.

The Assessment shall be accomplished by the Audit Committee on an annual basis or in such shorter intervals as may be set by the Board. The results of the Assessment shall be validated by MNC's Chief Compliance Officer.

A feedback mechanism shall be in place to receive comments from management, the Chief Internal Audit Executive/Internal Audit Department, MNC's Chief Legal Officer/General Counsel, and MNC's External Auditor. This should facilitate dialogue within the organization about possible ways to improve its performance.

The entire assessment process shall be documented and shall form part of MNC's corporate records that may be examined by the SEC from time to time.

Section 8. Miscellaneous

1. **Access to Information** – The Audit Committee shall have reasonably free and full access to all relevant information, data, records, properties and personnel.
2. **Confidentiality of Audit Committee Records** – Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the Audit Committee records and deliberations shall be kept confidential.
3. **Annual Review** – This Charter shall be reviewed by the Audit Committee annually. Any proposed changes shall be approved by the Board.
4. **Effectivity** – This Charter shall take effect when approved by the Board.

Approved and adopted by the Board of Directors on March 1, 2021.