

PlayNitride Inc.

Audit Committee Charter

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Article 1 *The Audit Committee Charter* (hereinafter as “this Charter”) is adopted pursuant to 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 procedures for meetings, and resources to be provided by PlayNitride Inc. (hereinafter as “this Corporation”) when the Audit Committee (hereinafter as “the Committee”) exercises its powers shall be handled in accordance with this Charter.

Article 3 The main function of the Audit Committee is to supervise the following matters:

1. Fair presentation of the financial reports of this Corporation.
2. The hiring (and dismissal), independence, and performance of certified public accountants of this Corporation.
3. The effective implementation of the internal control system of this Corporation.
4. Compliance with relevant laws and regulations by this Corporation
5. Control of the existing or potential risks of this Corporation.

Article 4 The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.

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 that prescribed in the preceding paragraph or in the articles of incorporation 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 or all of their positions are vacant, 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 Powers conferred by the Securities and Exchange Act, the Company Act and any other law that the provisions regarding supervisors shall be applicable to this committee.

The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act regarding the powers and duties of supervisors shall apply mutatis mutandis to independent directors of this committee concerning corporate law.

Article 6 The powers of the Committee are as follows:

1. The adoption of or amendments to the internal control system pursuant to Article 14-1 of *the Securities and Exchange Act*.
2. Assessment of the effectiveness of the internal control system.
3. The 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 acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
4. Matters in which a director is an interested party.
5. Asset transactions or derivatives trading of a material nature.
6. Loans of funds, endorsements, or provision of guarantees of a material nature.
7. The offering, issuance, or private placement of equity-type securities.
8. The hiring or dismissal of a certified public accountant, or their compensation.
9. The appointment or discharge of a financial, accounting, or internal

audit officer.

10. Annual financial reports and second quarter financial reports that must be audited and attested by a certified public accountant, which are signed or sealed by the chairperson, managerial officer, and accounting officer.
11. Other material matters as may be required by this Corporation 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 a 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 entire membership”, as used herein, shall be counted as the number of members actually in office at the given time.

The convenor of the Committee shall represent the Committee to the public.

The company's representatives for matters concerning Articles 213, 214, and. 223 of the Company Law shall be appointed by the Audit Committee in accordance with the procedures specified in the preceding paragraph. The Audit Committee may decide whether the representatives shall act individually or jointly. If the representatives are not appointed in accordance with the procedures specified in the preceding paragraph, they shall be jointly represented by all members.

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 called on shorter notice.

The meetings of this committee shall be held at the company's premises and during office hours, or at a location and time convenient for the attendance of committee members and suitable for the conduct of the committee

A member of the Committee shall be elected as the convenor and the meeting chair by and from the entire membership of the Committee.

When the members of this committee fail to elect a convener the independent director with the highest number of votes representing the voting rights shall assume the role.

When the convenor is on leave or unable to convene a meeting for any reason, the convenor shall appoint another independent director member on the Committee as acting convenor; if the convenor does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convenor.

More than half of the independent directors of this committee may, in writing, propose matters and reasons, requesting the convener to convene a meeting of the audit committee. If the convener does not convene the audit committee within fifteen days of the request, more than half of the independent directors of this committee may convene it themselves.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and provide pertinent and necessary information; they shall leave the meeting when discussion and voting take 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 director members 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. Nevertheless, a written opinion indicating approval shall be obtained from each independent director member with respect to the matters under Article 6, paragraph 1, subparagraph 10.

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

Article 8-1 At the scheduled meeting time, if the attendance of committee members does not reach half of the total membership, the chairperson may announce a postponement of the meeting to the same day, with a maximum of two postponements allowed. If the attendance is still insufficient after two postponements, the chairperson may reconvene the

meeting in accordance with the procedure specified in Article 7, paragraph 2.

Article 8-2 The committee shall proceed according to the agenda set forth in the meeting notice. However, such agenda may be modified with the consent of more than half of all committee members.

Without the consent of more than half of all committee members, the chairperson shall not unilaterally declare the meeting open. During the proceedings of the committee, if the attendance does not reach half of all committee members, upon the proposal of the attending independent directors, the chairperson shall announce a temporary adjournment of the meeting, following the provisions of the preceding article. During the proceedings of the committee, if the convener is unable to chair the meeting due to reasons or if the chairperson fails to declare adjournment in accordance with the provisions of the second clause, the appointment of their proxy shall follow the provisions of Article 7, Clause 5.

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

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: 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; the name of any independent director member possibly having an interest relationship as referred to in paragraph 1 of Article 11, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections and reservations expressed at the meeting.

8. 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; the name of any independent director member possibly having an interest relationship as referred to in paragraph 1 of Article 11, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.

9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be preserved for the duration of the existence of this Corporation.

The minutes of a Committee meeting shall bear the signature or seal of both the chair 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 this Corporation.

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 convenor. 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. Also, they shall not exercise the voting right for and on behalf of another independent director member.

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 as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

If, for the reason stated in paragraph 1, 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 the beginning to adjournment of the meeting as evidence and the files shall be kept for at least five (5) years. The files may be stored in the electronic form.

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 this Corporation.

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

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 shall conduct periodic reviews of matters relating to this Charter and present the results for amendments by the board of directors. The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convenor 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.