International Container Terminal Services, Inc.

AUDIT COMMITTEE CHARTER

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This charter sets out the purpose, role, composition, authority, responsibilities, reporting process, and operations of this Committee.

I. PURPOSE

The purpose of the Audit Committee is to provide a structured, systematic oversight of the Company's governance, risk management, and internal control practices. The Committee assists the Board and management by providing advice and guidance on the adequacy of the organization's initiatives for:

- Values and ethics
- Governance structure, risk management and internal control framework
- Oversight of the internal audit function, external auditor, and other providers of assurance
- Financial statements and public accountability reporting

II. MANDATE

The Securities and Exchange Commission (SEC) Memorandum Circular No. 19 Series of 2016/SEC Memorandum Circular No. 24 Series of 2019, Section 3.2 Establishing Board Committees states that:

"The Board should establish an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations."

III. ORGANIZATION

There shall be a committee of the Board of Directors to be known as the Audit Committee.

Composition:

The Company's Board of Directors shall review the composition of the Committee from time to time and appoint the members and Chairperson of the Audit Committee annually. The Audit Committee shall consist of at least three (3) qualified non-executive directors, a majority of whom, including the Chairperson, shall be independent directors. The Board shall endeavor, where practicable and appropriate considering Board composition, to constitute the Committee entirely of independent directors.

Qualification:

All Committee members shall be financially literate and shall collectively possess appropriate knowledge, skills and experience in accounting, auditing, finance, internal controls, governance, risk management, or other areas relevant to the Committee's responsibilities. At least one independent director shall have recent and relevant accounting, auditing, or financial management expertise. The Chairperson of the Audit Committee shall not be the chairperson of the Board or of any other Board Committees.

As prescribed in the Company's Corporate Governance Manual, if the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock, then such director shall be disqualified as an independent director. The disqualification shall be lifted if the limit is later complied with. Also, the ICTSI's independent directors abide by the other independence requirements prescribed by the Securities and Exchange Commission.

Disqualification:

The grounds for the permanent or temporary disqualification of a director, including any member of the Audit

Committee, are prescribed in the Corporate Governance Manual.

The Chairperson of the Audit Committee shall cease to serve in such capacity upon loss of qualification as an independent director, as prescribed in ICTSI's Corporate Governance Manual.

Succession Planning:

In coordination with the Corporate Governance Committee, the Audit Committee shall identify the competencies and qualifications required for its Chairperson and members, and advise the Corporate Governance Committee and the Board on emergency and planned succession requirements for the Committee.

IV. AUTHORITY

The Audit Committee has authority to conduct or authorize inquiries into any matters within its scope of responsibility with full access to all books, records, facilities, and personnel of the Company. It is empowered to:

- Oversee matters relating to the external auditor within the Committee's mandate, including the external auditor's independence, objectivity, performance, and audit work.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Retain independent counsel, accountants, or others to advise the Committee or to assist in the conduct of an investigation.
- Meet with the Company's officers, internal auditors, external auditors, or outside counsel as necessary.

V. COMMITTEE PROCEDURES

Meetings and Quorum:

The Audit Committee shall meet at least four (4) times a year, with authority to convene additional meetings as circumstances require. All Audit Committee members are expected to attend each meeting in person or via teleconference or videoconference. The presence of a majority of all Audit Committee members, including the Chairperson or another independent director designated to preside, shall constitute a quorum.

The Audit Committee may invite members of management, internal auditors, external auditors, outside counsel, or other persons to attend meetings and provide relevant information, as necessary.

The Audit Committee shall hold executive sessions, including meetings without the presence of the CEO or other management team members, and shall meet separately, at least annually and otherwise as necessary, with the Head of Audit and Compliance Group (ACG) and the external auditor without management present.

Notice:

A notice of each meeting of the Committee, confirming the venue, time, and date, shall be prepared and sent to all members of the Audit Committee, as well as members of management, auditors, or other persons invited by the Committee, at least two (2) weeks prior to the scheduled meeting. The notice period may be shortened with the consent of the members or where urgent circumstances require, provided that members receive sufficient information to participate meaningfully.

The meeting agenda shall be prepared and provided in advance to the members, together with appropriate briefing materials, as far as practicable.

Escalation:

The Audit Committee may escalate to the Board any matter or recommendation that, in the opinion of the Committee, requires Board attention, approval and/or action.

Coordination with Other Board Committees:

The Audit Committee shall coordinate, as appropriate, with the Corporate Governance Committee, Board Risk Oversight Committee, Related Party Transactions Committee, Environmental, Social and Governance (ESG) Subcommittee, Remuneration Subcommittee, and other Board Committees on matters falling within or affecting their respective mandates, to avoid gaps or unnecessary duplication in Board oversight.

Coordination may include, as appropriate, the exchange of reports and information, referral of matters, joint discussions, attendance by committee representatives, or alignment of recommendations to the Board.

Where a matter falls primarily within another committee's mandate but has material implications for financial reporting, internal controls, internal or external audit, assurance, or regulatory disclosure, the Audit Committee may review and report on such implications in coordination with that committee.

Functional Support:

The ACG shall support the Audit Committee in the rendition of its functions. The Head of ACG shall attend all the Committee meetings, unless excused by the Committee.

Minutes and Records:

The Corporate Secretary, Assistant Corporate Secretary, or a duly designated Committee Secretary shall prepare or cause the preparation of the minutes and maintain the official records of the Committee. Corporate Controllership and ACG may provide technical and administrative support.

VI. RESPONSIBILITIES

The Audit Committee will carry out the following responsibilities:

A. Financial Reporting and Disclosures

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas.
2. Review recent professional and regulatory pronouncements and understand their impact on the financial statements.
3. Review with management and the external auditor the results of the audit, including any difficulties encountered.
4. Review, where applicable, material financial information contained in regulatory filings, earnings releases, investor presentations, and other public disclosures for consistency with the approved financial statements, significant accounting matters, and applicable disclosure requirements.
5. Review with management and the external auditor all matters required to be communicated to the Audit Committee under applicable auditing standards.
6. Review the quarterly, half-year, and annual financial statements and recommend their approval or other appropriate action to the Board, with particular focus on the following matters:
   - Any changes in accounting policies and practices
   - Major judgment areas
   - Significant adjustments resulting from the audit

- Going concern assumptions
- Compliance with International Financial Reporting Standards
- Compliance with tax, legal and regulatory requirements.

7. In coordination with the ESG Subcommittee, review the financial-reporting implications, internal controls, data integrity, and assurance processes relating to material ESG and sustainability information included in the Company's public reports.

B. Internal Control

1. Assess the design and operating effectiveness of internal controls, including financial reporting controls and information technology security and controls, to address the risks identified, by ascertaining that the following objectives are met:
   - Assets are safeguarded
   - Fraud or errors in the accounting records are prevented or detected
   - Accuracy and completeness of accounting records are ensured
   - Reliable financial information is prepared in a timely manner
   - Efficiency and effectiveness of operations
   - Applicable internal policies, laws and regulations relating to the financial accounting and operating processes are complied with.
2. Through the ACG, monitor and evaluate the adequacy and effectiveness of the Company's internal control system, the integrity of its financial reporting, and the security of its physical and information assets, including relevant information technology, cybersecurity, and information security controls, to the extent that these affect financial reporting, audited systems, internal controls, or the integrity of information assets. In evaluating controls established to address identified risks, the Audit Committee shall coordinate, as appropriate, with the Board Risk Oversight Committee, which has primary oversight of the Company's enterprise risk management framework, risk appetite, risk tolerance, and material risk exposures.
3. Assess the control environment and system of internal controls by seeking assurance from management, internal auditors and the external auditor.
4. Obtain appropriate certifications or written representations from the Chief Executive Officer and Chief Financial Officer concerning the fairness and completeness of the financial statements, the adequacy of internal controls over financial reporting, and the disclosure of material deficiencies, fraud, or non-compliance known to them.

C. Internal Audit

1. Review and endorse the Internal Audit Charter for approval by the Board of Directors, which shall define the internal audit mandate, authority, role, responsibilities, scope and types of internal audit services, and state that the internal audit function conforms with the IIA Global Internal Audit Standards.
2. Periodically review the Internal Audit Charter with the Head of ACG to consider changes affecting the Company, including changes in leadership, risk profile, strategy, structure, or regulatory expectations, and discuss with the Head of ACG and senior management any additional matters necessary to enable an effective internal audit function.
3. Review and approve the Head of ACG's roles and responsibilities and collaborate with senior management to determine the qualifications and competencies the Company expects in a chief audit executive.
4. Approve the proposed appointment or removal of the Head of ACG and recommend the same to the

Board for formal action, together with the principal terms and conditions of engagement.

5. Discuss with the Head of ACG and senior management the appropriate authority, role, responsibilities, scope, and services of the internal audit function and champion the internal audit function to enable ACG to fulfill its purpose and pursue its strategic objectives.
6. Engage with senior management and the Head of ACG to establish appropriate safeguards if the Head of ACG's roles and responsibilities impair or appear to impair ACG's independence.
7. Establish the reporting line of the Head of ACG to enable the internal audit function to fulfill its mandate and duties independently. The Head of ACG shall report functionally to the Audit Committee and administratively to a senior executive designated or approved by the Board or Audit Committee. Any change in the administrative reporting line shall be reviewed by the Audit Committee to assess whether it supports and does not impair the organizational independence of the internal audit function.
8. Support the Head of ACG through periodic and direct communications and provide access to the Audit Committee, including the Chairperson, as necessary.
9. Review the performance of the Head of ACG at least annually and, in coordination with the Remuneration Subcommittee and in accordance with authority delegated by the Board, recommend or approve, as applicable, the Head of ACG's compensation and salary adjustment.
10. Review with senior management and the Head of ACG the activities, staffing, and organizational structure of the ACG.
11. Ensure that internal and external auditors act independently from each other and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions.
12. Acknowledge any actual or potential impairments to the internal audit function's independence when approving roles and responsibilities for the Head of ACG that are beyond the scope of auditing.
13. Have final authority to review and approve the risk-based internal audit plan and all major changes to the plan. In approving the internal audit plan, the Audit Committee shall consider relevant risk and assurance priorities communicated by other Board Committees, as appropriate, without impairing the independence and professional judgment of the internal audit function. The Head of ACG shall communicate to senior management and the Audit Committee the resources required to implement the plan, the impact of any resource limitations, and any significant interim changes requiring Audit Committee approval.
14. Ensure there are no unjustified restrictions or limitations in the scope of internal audit reviews and that, in the performance of its work, the ACG shall be free from interference by outside parties.
15. Receive communications from the Head of ACG and review the effectiveness of the internal audit function, including conformance with the IIA Global Internal Audit Standards and performance relative to its plan.
16. Review reports submitted by the ACG.
17. Review and monitor management's responsiveness to the internal audit findings and recommendations.
18. Ensure the internal audit function maintains a quality assurance and improvement program, undergoes internal assessments annually and an external quality assessment at least once every five (5) years.

D. External Audit

1. Recommend to the Board the appointment, reappointment, removal, and fees of the external auditor for submission to the stockholders, where required, and oversee the external auditor's independence, objectivity, performance, and audit work.
2. Obtain and review, at least annually, the external auditor's written confirmation of independence and discuss any relationships, services, financial interests, or other circumstances that may affect or appear to affect the external auditor's objectivity or independence.
3. Before commencement of the audit, review and pre-approve the external-audit plan, including the nature, scope, frequency, materiality approach, fees and expenses, significant areas of audit focus, and planned coordination with internal audit, as appropriate.
4. Review the reports submitted by the external auditor.
5. Review the disposition of the recommendations in the external auditor's management letter.
6. Pre-approve all permissible non-audit services to be provided by the external auditor in accordance with a policy approved by the Board. The Committee shall disallow any service that creates, or may reasonably be perceived to create, a threat to auditor independence. The Committee shall consider the nature and extent of non-audit services and related fees in assessing the external auditor's independence.
7. Ensure that the external auditor is credible, competent and has the ability to understand complex related party transactions, including the relevant counterparties and valuations for such transactions.
8. Coordinate with the Related Party Transactions Committee regarding the accounting treatment, valuation support, internal controls, financial-statement disclosure, and external-audit implications of material related party transactions, without duplicating that Committee's substantive review and approval responsibilities.

E. Compliance

In carrying out its compliance-related responsibilities, the Audit Committee shall coordinate, as appropriate, with the Corporate Governance Committee and shall focus particularly on compliance matters affecting financial reporting, internal controls, internal or external audit, assurance, public disclosures, or auditor independence.

1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management investigation and follow-up, including disciplinary action, of any instances of noncompliance.
2. Review the findings of any examinations by regulatory agencies and any auditor observations.
3. Review material whistleblowing, fraud, or misconduct matters referred by the Corporate Governance Committee or the appropriate management function where such matters may affect accounting records, financial statements, internal controls, audit scope, auditor independence, or public financial disclosures.
4. Review the process for communicating the Code of Conduct to the Company's personnel and for monitoring compliance therewith.
5. Obtain regular updates from management and the Company's legal counsel regarding compliance matters.

F. Reporting

1. Provide an open avenue of communication among the internal auditors, external auditors, and Board of Directors.
2. The Chairperson shall report to the Board of Directors at the next practicable Board meeting following each Committee meeting on material matters considered, significant findings, resolutions, and recommendations requiring Board approval or action. The Committee shall also regularly report to the Board of Directors about Committee activities, compliance certifications, results of annual self-assessment, issues, and related recommendations.
3. Report annually to the shareholders, describing the Audit Committee's composition, responsibilities, how such responsibilities were discharged, and any other information required by law or regulation, including information on approved non-audit services, where applicable.

G. Other Responsibilities

1. Conduct an annual self-assessment using the process, criteria, and methodology adopted by the Company for Board and Board Committee assessments, in coordination with the Corporate Governance Committee, and report the results and proposed improvement measures to the Board.
2. Perform other activities related to this Charter as requested by the Board of Directors.
3. Institute and oversee special investigations as needed, particularly on matters within the Audit Committee's mandate.

VII. TRAINING AND EDUCATION

The Audit Committee members shall develop and maintain the necessary technical knowledge to discharge their responsibilities effectively. In coordination with the Corporate Governance Committee, the Audit Committee shall be kept abreast of the current regulatory standards and developments, significant changes in the Company's business activities, and other relevant matters.

Training may include, as relevant, developments in accounting, auditing, financial reporting, internal controls, technology and cybersecurity controls, sustainability-related financial impacts, applicable laws and regulations, and the Company's business and risk profile.

Training and education may be provided through, among others:

- Customized in-house sessions
- Director conferences
- Programs offered by the external auditor
- Attendance at meetings of other Board Committees

AUDIT COMMITTEE CHARTER

VIII. REMUNERATION OF COMMITTEE MEMBERS AND ADVISERS

Committee members are entitled to receive remuneration as determined from time to time by the Board.

The Audit Committee may retain independent counsel, accountants, or other advisers to assist the Committee or support the conduct of an investigation. The fees and terms of engagement of such advisers shall be handled in accordance with applicable Board-approved policies, budgets, or delegations.

IX. AMENDMENT

The Audit Committee shall review and assess the adequacy of this Charter at least annually and update it as necessary, subject to approval by the Board of Directors.

In reviewing this Charter, the Audit Committee shall coordinate, as appropriate, with the Corporate Governance Committee and the Corporate Secretary to ensure consistency with applicable laws, SEC issuances, the Company's By-Laws, Corporate Governance Manual, and the charters of the other Board Committees.

The Company shall make appropriate disclosures of this Charter and any amendments as may be required by law or regulation.