

momo.com Inc.

Audit Committee Charter

- Article 1. This Charter is adopted pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.
- Article 2. The number of committee members, terms of office, powers, Rules of procedure for meetings of the audit committee and resources to be provided by the company when the audit committee exercises its powers, shall be in accordance with this Charter.
- Article 3. The operation of the audit committee shall be focused on the supervision of the following matters:
1. Fair presentation of the company financial report.
 2. The selection and dismissal of chartered accountants and independence and efficiency thereof.
 3. Effective implementation of the company's internal controls.
 4. Adherence of the company to relevant laws and regulations.
 5. Management of existing or potential risks for the company.
- Article 4. The audit 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 committee convener, and at least one of whom shall have accounting or financial expertise.
- The terms of office for this committee's independent directors is three years and can be re-elected to office. Where a director is dismissed for any reason, resulting in a number of directors lower than that required under paragraph 1 or the company's articles of incorporation, a by-election for independent director shall be held at the next following shareholders meeting. When all independent directors have been dismissed, the company shall convene a special shareholders meeting to hold a by-election within 60 days from the date of the occurrence of the event.
- Article 5. The provisions of the Act, the Company Act, and any other law regarding supervisors shall apply mutatis mutandis to the audit committee.
- The provisions of paragraph 4, Article 14-4, of the Act 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 adopted with the approval of one-half or more of the entire membership of the audit committee.
- 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 represent or jointly represent the company in such matters. If representatives are not selected by the procedure in the preceding paragraph, the entire membership shall jointly represent the company.

This committee shall act in accordance with the Enterprises Mergers and Acquisitions Act and Regulations Governing the Establishment and Related Matters of Special Committees of Public Companies for Merger/Consolidation and Acquisition in matters related to merger/consolidation and acquisitions.

Article 6. This committee has power over the following matters:

1. Adopt or amend the internal control system pursuant to Article 14-1 of the Act.
2. Evaluation of the internal control system's effectiveness.
3. Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others pursuant to Article 36-1 of the Act.
4. Matters that involves personal interest of a board director.
5. Transaction involving major assets or derivatives
6. Major material monetary loans, endorsements or provision guarantees.
7. The offering, issuance, or private placement of any equity-type securities.
8. The hiring or dismissal of an attesting CPA, or the compensation given thereto.
9. The appointment or discharge of a financial, accounting, or internal auditing officer.
10. Annual financial reports and quarterly financial reports, which are signed or sealed by the chairperson, managerial officer, and accounting officer.
11. The fairness and reasonableness of mergers or acquisitions and transactions.
12. Any other material matter so required by the Competent Authority.

The matters set out in the preceding paragraphs shall be subject to the consent of at least one-half of the entire members of the audit committee and shall be submitted to the board of directors for a resolution.

Where a matter set out in paragraph 1, with the exception of subparagraph 10 and 11, has not been consented to by one-half or more of the entire members of the audit committee, it may be adopted with the consent of two-thirds or more of the entire board of directors.

The "entire members", as used herein, shall mean all of the committee members actually in office at the given time.

The convener of the Committee shall be the public representative of the Committee.

Article 7. This committee shall convene at least once every quarter, and shall convene whenever necessary.

Each committee member shall be notified of the reasons for calling a meeting at least seven days in advance. In emergency circumstances, however, a meeting may be called with shorter notice.

An audit committee meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to attendance by all audit committee members and suitable for holding an audit committee meeting.

The committee members shall elect a convener and meeting chairperson from among themselves. However, if the audit committee members are unable to elect a convener, the independent director who received votes representing the largest share of the voting rights shall serve as the convener.

Where the chairperson is on leave, or for any reason, is unable to call a meeting, a member designated by the chairperson shall do so. If the convener does not make such a designation, the members shall elect from among themselves a deputized chairperson.

Independent directors constituting one-half or more of the entire membership of the audit committee may, by filing a written proposal setting forth the subjects for discussions and the reasons, request the convener to convene a meeting of the audit committee. If the convener fails to convene an audit committee meeting within 15 days from the filing of the request under the preceding paragraph, independent directors constituting one-half or more of the entire membership of the audit committee may convene a meeting on their own.

The committee may invite the managers of relevant departments, internal audit officers, accountants, attorneys or other personnel of the company to attend the meeting as nonvoting participants and provide relevant necessary information, provided that they shall leave the meeting when deliberation or voting takes place.

When the Committee meeting is called, the members of the committee present at the meeting shall be furnished with relevant materials for reference.

Article 8. When a meeting of the committee is held, an attendance book shall be made available for the signature of the attending members, and thereafter made available for reference.

The members of the committee shall attend the committee meeting in person. If a member is unable to attend in person, he or she may appoint another member as the proxy to attend the meeting; however, when a meeting is held for the purpose of auditing matters of merger and acquisition transactions, the committee members shall attend the committee in person, and attendance by proxy is not permitted. The attending members shall express specific assenting or dissenting opinions, and shall not abstain from voting. Attendance via tele- or video-conference is deemed as attendance in person.

A member of the committee who appoints another member to attend a meeting of the committee in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the proposals on the meeting agenda.

Resolutions at meetings of the committee shall be adopted with the approval of one half or more of the entire members of the committee. The result of a vote shall be announced immediately and recorded in writing.

Where it is impossible to hold a committee meeting for a legitimate reason, matters on the meeting agenda shall be adopted by 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 subparagraph 10, paragraph 1, Article 6.

The proxy under paragraph 2 may act as a proxy for one person only.

Article 8-1. When the time of a meeting has arrived, if the audit committee members present do not reach one-half of the entire membership, the meeting chair may announce that the meeting time will be postponed to later on the same day, provided that only two postponements may be made. If the quorum is still not met after two postponements, the chair may re-call the meeting following the procedures provided in paragraph 2, Article 7.

Article 8-2. An audit committee meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of one-half or more of the entire membership of the audit committee. The meeting chair may not declare the meeting closed without the approval of one-half or more of the entire membership of the audit committee.

If at any time during the proceedings of an audit committee meeting, the members sitting at the meeting do not reach one-half of the entire membership, then upon motion by the independent directors sitting at the meeting, the chair shall declare a suspension of the meeting, in which case the preceding article shall apply mutatis mutandis.

If at any time during the proceedings of an audit committee meeting, the convener for any reason is unable to chair the meeting or the chair fails to declare the meeting closed as provided in paragraph 2, the provisions of paragraph 5, Article 7, shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 9. Discussions at an audit committee meeting shall be included in the meeting minutes, which shall faithfully record the following:

1. Session, time, and place of meeting.
2. Name of meeting chair.
3. Attendance of independent director members at the meeting, specifying names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as a nonvoting participant.
5. Name of minutes taker.
6. Matters reported.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1, Article 11; an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; the results of merger/consolidation or acquisition review, and the specific assenting or dissenting opinions of the members and the reasons for any dissents thereof, which shall be submitted to the board of directors.
8. Extraordinary motions: the name of the mover, the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as

referred to in paragraph 1, Article 11; an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing

9. Other matters required to be recorded.

The attendance book forms a part of the minutes for each audit committee meeting and shall be properly preserved during the existence of the company.

The minutes of an audit committee meeting shall bear the signature or seal of both the meeting chair and the minutes taker, and a copy shall be distributed to each independent director member on the committee within 20 days after the meeting and be carefully preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be made in electronic forms.

The company shall record on audio or video tape the entire proceedings of an audit committee meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph, any litigation arises in connection with a resolution passed at an audit committee meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board of directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be properly preserved during the existence of the company.

Article 10. The agenda for this committee shall be drafted by the convener, and other members may also submit motions for deliberation by the Committee.

Article 11. Where any member of this committee is an interested party with respect to any agenda item, the member shall state the important aspects of relationship with the interested party at the respective meeting. Where the relationship is likely to prejudice the interests of the company, the director shall not participate in discussion or voting on that agenda item, shall enter recusal during discussion and voting on that item and shall not act as another director's proxy to exercise voting rights on that matter, and shall not be a related party of any counterparty of a merger or acquisition transaction.

Where the spouse or a blood relative within the second degree of kinship of an independent director, or a company which has a controlling or subordinate relation with an independent director, is an interested party with respect to an agenda item as described in the preceding paragraph, such independent director shall be deemed to be an interested party with respect to that agenda item.

Where for any reason stated in the paragraph 1, an agenda matter cannot be resolved a committee meeting, it shall be submitted to the Board of Directors for a resolution.

Article 12. The committee may resolve to retain the service of an attorney, accountant, or other professionals to provide advice and conduct audit with respect to matters in connection with Articles 6. The costs of their services shall be borne by this company.

When the committee audits a matter of merger and acquisition transaction, it shall engage an independent expert to provide an opinion on the reasonableness of the share exchange ratio or distribution of cash or other assets to shareholders.

"Independent expert" in the preceding paragraph is a certified public accountant, lawyer, or securities underwriter, and the independent expert shall not be a related party of any counterparty of a merger and acquisition transaction, nor have a relationship of interest that could affect the expert's independence.

The engagement of the independent expert described in paragraph 2 shall require the assent of one-half or more of all the Committee members.

Article 13. The members of the Committee 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 of Directors.

Every person who participates in or is aware of a plan for merger or acquisition shall issue a written undertaking of confidentiality, shall not externally disclose the content of the plan prior to public disclosure of the information, and shall not trade, in their own name or under the name of another, in any stock, or other equity security or derivative thereof, of any company related to the plan for merger or acquisition.

Article 14. The committee shall conduct periodic 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 shall 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. Where necessary, the matter shall be presented for ratification or reported at the next committee meeting.

Article 15. This charter and any amendment thereto, shall be adopted following resolution by the board of directors.

Article 16. Audit Committee Charter was approved by the board of directors on January 2, 2014.

First amendment on October 27, 2016.

Second amendment on October 31, 2017.

Third amendment on July 29, 2020.

Fourth amendment on November 1, 2024.