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Nomination Committee Charter

TPCS Public Company Limited

The Board of Directors, recognizing the importance of good corporate governance, has established the Charter of the Nomination Committee as follows:

1. Objective

The Nomination Committee is established to support the operations of the Board of Directors in overseeing good governance, to recruit and screen individuals who are qualified to hold the position of director of the company. This is to ensure that the company has a transparent process for recruiting such individuals.

2. Composition and Qualifications

The Nomination Committee must consist of no less than 3 members, including the Chairman of the Nomination Committee and the Nomination Committee members. The Board of Directors appoints these members from among the directors and/or other individuals to hold these positions. They must have sufficient knowledge and experience to perform the duties of recruiting directors.

3. Term of Office

- 3.1 The Nomination Committee has a term of office of 1 year from the date of the appointment resolution. Upon the completion of the term, if the Board of Directors has not yet resolved to appoint a new Nomination Committee, the existing Nomination Committee shall continue to perform its duties until the Board of Directors appoints a new Nomination Committee to replace the expired one. The appointment must be made within 2 months from the expiration date of the existing Nomination Committee. A member of the Nomination Committee who has completed their term may be reappointed.
- 3.2 In the case that a position on the Nomination Committee becomes vacant for reasons other than the expiration of their term, and there are at least two months remaining on their term, the Board of Directors shall appoint a replacement Nomination Committee member at its next meeting. The person appointed as a replacement Nomination Committee member shall hold the position only for the remaining term of the Nomination Committee member they replaced.
- 3.3 A member of the Nomination Committee shall be removed from position when:
 - (a) Upon term completion
 - (b) Resignation
 - (c) Death

(d) The Board of Directors resolves to remove from the position.

- 3.4 A resigning member of the nomination committee must notify the company at least 1 month in advance, along with the reason.

4. Meetings

4.1 Meeting Agenda

The date, time, location, and agenda of the meeting must be set at least 7 days in advance, along with sufficient supporting documents, and a written report of the meeting must be prepared.

4.2 Meeting Frequency

The nomination committee must meet at least once a year and may call additional meetings as necessary.

4.3 Attendances

In the nomination committee meeting, there must be at least half of the total number of nomination committee members present to constitute a quorum. In the case, the chairman of the nomination committee is not present at the meeting or is unable to perform their duties, the attending nomination committee members shall elect one member to act as chairman of the meeting.

4.4 Voting

The resolution of the Selection Committee meeting stipulates that a majority vote of the Selection Committee members present at the meeting shall be required. Each Selection Committee member shall have one vote. Selection Committee members who have a conflict of interest in the matter under consideration are not entitled to express an opinion or vote on that matter. If the votes are tied, the chairman of the meeting shall cast an additional vote as the deciding vote.

5. Authority

- 5.1 Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
- 5.2 Authorized to summon the management and company staff to provide comments and clarification, to take part in meetings, and to submit documents deemed as necessary.

6. Duties and Responsibilities

- 6.1 Set the criteria and method in selecting the persons to be nominated as directors and top management.
- 6.2 Review the background and relevant information of the persons to be nominated as directors

and top management, by considering their knowledge, experiences, and expertise from various professions, so as to secure qualified persons according to the selection criteria, company regulations, and related laws.

- 6.3 Select and evaluate the candidates qualified to be nominated as company directors, for The Board of Directors to consider and approve. However, in the case of the director retiring upon term completion, such nomination needs to be submitted to the shareholders' meeting for approval.
- 6.4 Prepare comment and suggestion to serve as references for The Board of Directors' consideration.
- 6.5 Review and revise the charter for The Nomination Committee, to be proposed to The Board of Directors for consideration and approval.
- 6.6 Engage in other acts as assigned by The Board of Directors.
