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Executive Board Committee Charter

TPCS Public Company Limited

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

1. Objective

The Executive Board Committee, as the management body, is established to manage the Company's affairs as assigned by the Board of Directors, with responsibility, diligence, and integrity, as a prudent businessperson would act under similar circumstances, and without the influence of their position as executive directors.

2. Composition and Qualifications

The Executive Board Committee must consist of at least five members, comprising a Chairman and other executive directors. These members are appointed by the Board of Directors from among the directors and/or other individuals, including employees and/or external candidates, to hold these positions. They must possess sufficient knowledge and experience to effectively manage the Company's affairs.

3. Term of Office

- 3.1 The Executive Board Committee members serve a term of 1 year from the date of the appointment. Upon the expiration of the term, if the Board of Directors has not yet resolved to appoint a new Executive Board Committee, the existing Executive Board Committee shall continue to perform its duties until the Board of Directors appoints a new Executive Board Committee to replace the expired one. The appointment must be made within 2 months from the expiration date of the existing Executive Board Committee. Executive directors who have completed their term may be reappointed.
- 3.2 In the case that the position of an executive director becomes vacant for reasons other than the expiration of the term, and there are still at least 2 months remaining in the term, the Board of Directors shall appoint an executive director to fill the vacant position. The next meeting of the Company's board of directors, the person who becomes an executive director as mentioned will hold the position only for the remaining term of the executive director they replace.
- 3.3 The Executive Board Committee member shall be removed from position when:
 - (a) Upon term completion
 - (b) Resignation
 - (c) Death

- (d) Exhibits characteristics that indicate a lack of suitability to be trusted to manage a business with public shareholders, as announced by the Securities and Exchange Commission.
 - (e) The board of directors resolves to remove from the position.
- 3.4 An executive director who resigns before the end of term must notify the Company in advance of 1 month, along with the reasons.

4. Meetings

4.1 Meeting Agenda

The date, time, location, and agenda of the meeting must be set in advance of no less than 7 days, along with sufficient supporting documents, and a written report of the meeting must be prepared.

4.2 Meeting Frequency

The Executive Board Committee must meet at least once a month and may call additional meetings as necessary.

4.3 Attendances

In the Executive Board Committee meeting, there must be at least half of the total number of executive directors present to constitute a quorum. In the case that the chairman of the Executive Board Committee is absent from the meeting or unable to perform their duties, the attending executive directors shall elect one of the executive directors as the chairman of the meeting.

4.4 Voting

Resolutions of the Executive Board Committee meeting shall be based on the majority vote of the executive directors present at the meeting. Each executive director has one vote in the voting. However, executive directors with a vested interest in the matter being considered. No right to express opinions and vote on that matter. If the votes are equal, the chairperson in the meeting shall cast one additional vote as a decisive vote.

5. Authority

- 5.1 Appoint, remove, transfer, and evaluate the performances, as well as deciding on the remuneration and benefits to be granted to the employees at all levels.
- 5.2 Appoint and remove any committee assigned to carry out duties for the benefits of the company.
- 5.3 Consult experts or company advisors (if any) or hire consultants or external experts in necessary cases at the company's expense.

- 5.4 Issue the rules and announcement pertaining to company operations, and assign the authority to executive directors and/or staff members acting in the management position, to sign their names approving the disbursement of company assets.
- 5.5 Approve loan transaction to be used as the company's working capital including long-term loans not exceeding 200 million Baht per transaction, and short term under annual budget.
- 5.6 Approve or cancel credit facility, with credit in an amount not exceeding 50 million Baht.
- 5.7 Approve loan extension to companies having business connection with the company, either as the shareholder or the company engaging in business transaction, or other companies with each limit not exceeding 50 million Baht.
- 5.8 Approve the entering into guarantee for credit facility, for companies having business connection with the company, either as shareholders or companies engaging in business transaction, or other companies, with each limit not exceeding 50 million Baht.
- 5.9 Approve investments and sales of investments in capital instruments and/or debt instruments, with each limit not exceeding 20 million Baht.
- 5.10 Approve investments, establish a joint venture company, or approve subsidiary companies to invest in establishing joint ventures, with each limit not exceeding 50 million Baht.
- 5.11 Approve investments and sales of investments in digital assets, with each limit not exceeding 20 million Baht.
- 5.12 Approve procurement and investment in fixed assets, with each limit not exceeding 50 million Baht.
- 5.13 Approve the modification, demolition and writing off of fixed assets and intangible assets which are decommissioned, out of order, lost, damaged, deteriorated or outdated and no longer usable, with a total accounting value not exceeding 5 million Baht at a time.
- 5.14 Approve the adjustment of price and destruction of raw materials and/or outstanding stocks that have deteriorated or become outdated, which could have an effect in reducing the book value as actually occurred.
- 5.15 Approve a settlement, dispute settlement by arbitration, filing of complaint, lawsuit and/or to participate in any legal proceedings on behalf of the company pertaining to matters which are not within the normal trade of the company, with each capital not exceeding 5 million Baht, and/or that are ordinary business with each capital not exceeding 20 million Baht.
- 5.16 Approve transactions not part of the normal business, each transaction not exceeding 20 million Baht.
- 5.17 Assign management members, managers or other persons, to act on their behalf.
- 5.18 Authorize to summon management members or employees concerned to provide explanation or opinions, to join the meetings, and to submit those documents deemed necessary.

- 5.19 Issue work guidelines deemed necessary and appropriate.
- 5.20 The authority scope for The Executive Board pertaining to the acquisition or disposal of assets and connected transactions, shall comply with the Notification of the Capital Market Supervisory Board.

6. Duties and Responsibilities

- 6.1 To propose the goals, policies and annual budget to the Board of Directors.
 - 6.2 To take responsibility for the management of the company in accordance with the direction, goals and business policies of the company.
 - 6.3 To take charge in enhancing the competitiveness of the company and to promote continual innovations.
 - 6.4 To supervise the operations of the company in accordance with the laws, objects, Articles of the company, resolutions of the meeting of shareholders, resolutions of the Board of Directors, as well as relevant rules and regulations.
 - 6.5 Executive Committee members may divide the Executive Committee's works and responsibilities amongst themselves, in which case reports on the activities within each member's supervision must be submitted to the meeting of the Executive Committee for acknowledgement.
 - 6.6 To supervise the preparation of financial statements, which shall be submitted to the auditor for audit and/or review prior to submission to the Audit Committee and Board of Directors respectively.
 - 6.7 To consider matters submitted to the Board of Directors for approval or endorsement.
 - 6.8 To revise and amend the Charter of the Executive Committee and to submit such revision or amendment to the Board of Directors for approval.
 - 6.9 To carry out any other acts as assigned by the Board of Directors.
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