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Executive Board Committee Charter

TPCS Public Company Limited

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

1. Objective

The Executive Board Committee serves as the management body established to direct the Company's affairs as delegated by the Board of Directors. The Committee shall discharge its duties with responsibility, due care, and integrity, acting as a prudent businessperson would under similar circumstances, and independent of their status as executive directors.

2. Composition and Qualifications

The Executive Board Committee shall consist of no fewer than five (5) members, comprising a Chairman and other executive directors. Members shall be appointed by the Board of Directors from among the existing directors, employees, and/or qualified external candidates. Appointees must possess adequate knowledge and experience to effectively manage the Company's affairs.

3. Term of Office

- 3.1 Members of the Executive Board Committee shall serve a term of one (1) year from the date of appointment. Upon the expiration of said term, should the Board of Directors not yet have resolved to appoint a new Committee, the incumbent Executive Board Committee shall continue to fulfill its duties until a new Committee is appointed to replace it. Such an appointment must be executed within two (2) months following the expiration date of the incumbent Committee's term. Retiring executive directors are eligible for reappointment.
- 3.2 Should an executive director position become vacant for reasons other than term expiration, and provided the remaining term is at least two (2) months, the Board of Directors shall appoint a replacement at the next Board of Directors meeting. The individual appointed to fill the vacancy shall serve only for the remainder of the predecessor's term.
- 3.3 An Executive Board Committee member shall vacate their position upon:
 - (a) Expiration of the term
 - (b) Resignation
 - (c) Death

- (d) Exhibiting characteristics indicating unsuitability to manage a publicly traded business, as stipulated by the Securities and Exchange Commission.
 - (e) A resolution by the Board of Directors to remove them from the position.
- 3.4 An executive director intending to resign prior to the end of their term must submit a written notice to the Company at least one (1) month in advance, citing the reasons for resignation.

4. Meetings

4.1 Meeting Agenda

The date, time, location, and agenda of the meeting must be scheduled and communicated at least seven (7) days in advance. Sufficient supporting documentation must be provided, and a formal written report of the meeting must be recorded.

4.2 Meeting Frequency

The Executive Board Committee must convene at least once per month, with additional meetings called as deemed necessary.

4.3 Quorum and attendance

A quorum at the Executive Board Committee meeting requires the presence of at least one-half of the total number of executive directors. In the event that the Chairman is absent or unable to perform their duties, the attending members shall elect one among themselves to chair the meeting.

4.4 Voting

Resolutions shall be passed by a majority vote of the executive directors present at the meeting. Each executive director is entitled to one (1) vote. Each executive director is entitled to one (1) vote. In the event of a tied vote, the Chairman of the meeting shall cast an additional deciding vote.

5. Authority

- 5.1 To appoint, terminate, transfer, and evaluate the performance of employees at various levels, including determining their compensation and benefits.
- 5.2 To appoint or terminate any working groups to carry out various business administration tasks of the Company.
- 5.3 To consult with experts or Company advisors (if any), or to engage external consultants or experts at the Company's expense when necessary.
- 5.4 To issue operational regulations and announcements, and to delegate authority to Executive Directors and/or management-level employees to authorize the disbursement of Company assets.

- 5.5 To approve loans for working capital purposes, provided that long-term loans do not exceed 200 million Baht per occurrence, and short-term funding is within the annual budget.
- 5.6 To approve the acquisition or cancellation of credit facilities, not exceeding 50 million Baht per occurrence.
- 5.7 To approve loans to companies with business relationships as shareholders, trade partners, or other entities, not exceeding 50 million Baht per entity.
- 5.8 To approve the provision of guarantees for credit facilities to companies with business relationships as shareholders, trade partners, or other entities, not exceeding 50 million Baht per entity.
- 5.9 To approve investments in or the sale of ordinary shares and/or other securities, not exceeding 20 million Baht per occurrence.
- 5.10 To approve investments for the establishment of joint ventures, or to authorize subsidiaries to invest in or establish joint ventures, not exceeding 50 million Baht per occurrence.
- 5.11 To approve investments in or the sale of digital assets, not exceeding 20 million Baht per occurrence.
- 5.12 To approve the procurement of and investment in fixed assets, not exceeding 50 million Baht per occurrence.
- 5.13 To approve the adjustment, destruction, or write-off of fixed and intangible assets that are decommissioned, damaged, lost, destroyed, deteriorated, or obsolete and unusable, with a total book value not exceeding 5 million Baht per occurrence.
- 5.14 To approve price adjustments or the destruction of raw materials and/or obsolete inventory, reducing the book value according to the actual value.
- 5.15 To approve compromises, dispute resolutions via arbitration, complaints, litigation, and/or any legal proceedings on behalf of the Company; for non-ordinary business matters not exceeding 5 million Baht per case, and for ordinary business matters not exceeding 20 million Baht per case.
- 5.16 To approve non-ordinary business transactions not exceeding 20 million Baht per occurrence.
- 5.17 To delegate authority to management-level employees or any other individuals to act on the Committee's behalf.
- 5.18 To invite management or relevant employees to provide explanations, opinions, attend meetings, or submit documents as deemed necessary.
- 5.19 To issue any other operational regulations as deemed appropriate.

- 5.20 All aforementioned operational authorities of the Executive Committee pertaining to the acquisition or disposal of assets and related party transactions shall comply with the notifications of the Capital Market Supervisory Board.

6. Duties and Responsibilities

- 6.1 To propose strategic goals, policies, work plans, and the annual budget to the Board of Directors.
- 6.2 To manage the Company's business affairs in alignment with the established direction, goals, and business policies.
- 6.3 To enhance the Company's competitiveness and promote continuous innovation.
- 6.4 To ensure Company operations comply with the law, objectives, Articles of Association, shareholder resolutions, Board of Directors' resolutions, and all relevant regulations.
- 6.5 Executive Directors may distribute responsibilities among themselves, provided that the progress of activities under their supervision is reported to the Executive Committee meeting for acknowledgment.
- 6.6 To oversee the preparation of financial reports for audit and/or review by the auditor before submission to the Audit Committee and the Board of Directors, respectively.
- 6.7 To review and scrutinize matters to be proposed to the Board of Directors for subsequent approval or endorsement.
- 6.8 To revise and amend the Executive Committee Charter and propose it to the Board of Directors for approval.
- 6.9 To perform any other tasks as assigned by the Board of Directors.
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