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Remuneration Committee Charter

TPCS Public Company Limited

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

1. Objectives

The Remuneration Committee is established to support the Board of Directors in fulfilling its good corporate governance responsibilities by considering the criteria and forms of remuneration for the Company's directors. This is to ensure that the Company determines remuneration in a transparent and fair manner.

2. Composition and Qualifications

The Remuneration Committee must consist of no less than 3 members, comprising the Chairman of the Remuneration Committee and Remuneration Committee members. The Board of Directors shall appoint Company directors and/or other individuals to hold these positions. However, they must possess adequate knowledge and experience to perform the duties of considering the remuneration for the Company's directors.

3. Term of Office

- 3.1 The Remuneration Committee has a term of office of 1 year per term, starting from the date of the appointment resolution. Upon completion of the term, if the Board of Directors has not yet passed a resolution appointing a new Remuneration Committee, the outgoing Remuneration Committee shall continue to perform its duties until the Board of Directors appoints a new Remuneration Committee to replace the outgoing one whose term has expired. The appointment must be made within 2 months from the end of the outgoing Remuneration Committee's term. Remuneration Committee members who vacate office by rotation may be re-appointed.
- 3.2 In the event that a position on the Remuneration Committee becomes vacant for reasons other than retirement by rotation, and the remaining term is not less than 2 months, the Board of Directors shall appoint a replacement member to fill the vacancy at the next Board of Directors' meeting. The replacing member shall retain office only for the remaining term of the member they replace.
- 3.3 A Remuneration Committee member shall vacate office upon:
 - (a) Expiration of the term of office
 - (b) Resignation

(c) Death

(d) A resolution by the Board of Directors for removal from office.

- 3.4 A Remuneration Committee member who resigns prior to the expiration of their term must notify the Company 1 month in advance with reasons.

4. Meetings

4.1 Meeting Agenda

The date, time, venue, and meeting agenda must be determined in advance by no less than 7 days, accompanied by sufficient supporting documents, and written minutes of the meeting must be prepared.

4.2 Frequency of Meetings

The Remuneration Committee must hold a meeting at least once a year and may call additional meetings as necessary.

4.3 Attendees

At a Remuneration Committee meeting, the attendance of no less than half of the total number of Remuneration Committee members is required to constitute a quorum. In the event that the Chairman of the Remuneration Committee is absent from the meeting or unable to perform their duties, the attending Remuneration Committee members shall select one member to preside as the Chairman of the meeting.

4.4 Voting

Resolutions of the Remuneration Committee meeting shall be passed by a majority vote of the attending Remuneration Committee members. Each Remuneration Committee member has one vote in casting a ballot. However, a Remuneration Committee member who has a conflict of interest in any matter under consideration has no right to express an opinion or vote on that matter. In the event of a tie vote, the Chairman of the meeting shall have an additional casting vote.

5. Authority

- 5.1 Consult with experts or Company advisors (if any), or hire external advisors or experts if necessary at the Company's expense.
- 5.2 Have the authority to invite management or relevant Company employees to provide clarifications, express opinions at meetings, or submit documents deemed relevant and necessary.

6. Duties and Responsibilities

- 6.1 Consider and determine the criteria for paying remuneration to the Company's directors, and may provide opinions or propose amendments to such criteria to the Board of Directors to ensure appropriate allocation of remuneration.
 - 6.2 Consider and determine the remuneration budget for the Company's directors by considering other companies in the same industry, the growth and operating results of the Company, the remuneration budget approved by the shareholders' meeting, and the amount of remuneration paid in the previous year, to propose to the Board of Directors for consideration and subsequently to the shareholders' meeting for approval.
 - 6.3 Consider the allocation of remuneration to the Board of Directors, Audit Committee, Nomination Committee, Remuneration Committee, and Corporate Governance, Sustainability, and Risk Management Committee, considering their authority, duties, responsibilities, and performance, within the budget approved by the shareholders.
 - 6.4 Consider the remuneration for the Nomination Committee, Remuneration Committee, and Corporate Governance, Sustainability, and Risk Management Committee (for members who are not Company directors), considering their authority, duties, responsibilities, and performance.
 - 6.5 Improve and amend the Remuneration Committee Charter and propose it to the Board of Directors for approval.
 - 6.6 Perform any other acts as assigned by the Board of Directors.
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