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Nomination Committee Charter

TPCS Public Company Limited

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

1. Objectives

The Nomination Committee is established to support the Board of Directors in fulfilling its good corporate governance responsibilities by nominating and screening qualified persons to serve as Company directors. This is to ensure that the Company has a transparent nomination process for such persons.

2. Composition and Qualifications

The Nomination Committee must consist of no less than 3 members, comprising the Chairman of the Nomination Committee and Nomination Committee members. The Board of Directors shall appoint Company directors and/or other individuals to hold these positions. They must possess sufficient knowledge and experience to perform the duties of nominating Company directors.

3. Term of Office

- 3.1 The Nomination 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 to appoint a new Nomination Committee, the outgoing Nomination Committee shall continue to perform its duties until the Board of Directors appoints a new Nomination Committee to replace the outgoing one whose term has expired. The appointment must be made within 2 months from the end of the outgoing Nomination Committee's term. The Nomination Committee members who vacate office by rotation may be re-appointed.
- 3.2 In the event that a position on the Nomination 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 Nomination 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 Nomination 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 Nomination Committee must hold a meeting at least once a year and may call additional meetings as necessary.

4.3 Attendees

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

4.4 Voting

Resolutions of the Nomination Committee meeting shall be passed by a majority vote of the attending Nomination Committee members. Each Nomination Committee member has one vote in casting a ballot. However, a Nomination 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 and methods for nominating Company directors.
- 6.2 Review the background and information of persons nominated to hold the position of Company director, taking into consideration their knowledge, capabilities, experience, and expertise from a variety of professions, to ensure the attainment of qualified persons in accordance with the nomination criteria, the Company's Articles of Association, and relevant laws.
- 6.3 Consider, nominate, and select qualified persons to serve as Company directors to propose to the Board of Directors' meeting for approval, except in the case where directors retire by rotation, in which case the proposal shall be submitted to the shareholders' meeting for approval.
- 6.4 Prepare opinions or recommendations to be used for consideration.
- 6.5 Improve and amend the Nomination 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.
