

-Translation-

Corporate Governance and Sustainability and Risk Management Committee Charter
TPCS Public Company Limited

The Board of Directors, realizing the importance of good corporate governance, has established the Corporate Governance, Sustainability, and Risk Management Committee Charter as follows:

1. Objectives

The Corporate Governance, Sustainability, and Risk Management Committee is established to support the performance of duties and responsibilities of the Board of Directors regarding the Company's corporate governance, sustainability, and risk management. This will help support the Company's operations to achieve its defined objectives and goals, create value, and build confidence among shareholders and all stakeholders. It also aims to drive the organization towards sustainable growth economically, socially, and environmentally.

2. Composition and Qualifications

The Corporate Governance, Sustainability, and Risk Management Committee must consist of at least 3 members, comprising the Chairman and Committee members. The Committee should have independent directors constituting more than half of its members, or the Chairman should be an independent director. The Board of Directors shall appoint Company directors and/or other individuals, whether they are employees, staff of the Company, and/or external individuals, to hold these positions. However, they must possess adequate knowledge and experience to perform duties related to corporate governance, sustainability, and risk management.

3. Term of Office

- 3.1 The Corporate Governance, Sustainability, and Risk Management Committee has a term of office of 1 year per term, starting from the date of the Board of Directors' appointment resolution. Upon completion of the term, if the Board of Directors has not yet passed a resolution appointing a new Committee, the outgoing Committee shall continue to perform its duties until the Board of Directors appoints a new Committee to replace the outgoing one whose term has expired. The appointment must be made within 2 months from the end of the outgoing Committee's term. The Committee members who vacate office by rotation may be re-appointed.
- 3.2 In the event that a position on the Corporate Governance, Sustainability, and Risk Management 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 member of the Corporate Governance, Sustainability, and Risk Management Committee 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 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 Corporate Governance, Sustainability, and Risk Management Committee must hold a meeting at least twice a year and may call additional meetings as necessary.

4.3 Attendees

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

4.4 Voting

Resolutions of the Corporate Governance, Sustainability, and Risk Management Committee meeting shall be passed by a majority vote of the attending Committee members. Each Committee member has one vote in casting a ballot. However, a 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 Have the authority to invite management or relevant Company employees to provide clarifications, express opinions at meetings, or submit documents deemed relevant and necessary.

5.2 Consult with experts or Company advisors (if any), or hire external advisors or experts if necessary at the Company's expense.

5.3 Have the authority to appoint sub-committees to carry out operations related to the Company's corporate governance, sustainability, and risk management, and/or assign the management to execute these tasks.

6. Duties and Responsibilities

6.1 Governance

- 6.1.1 Establish, review, and continuously improve good corporate governance policies, principles of good corporate governance, business ethics, codes of conduct for Company directors, executives, and employees, anti-corruption policies, and operating regulations to align with business changes, regulations, announcements, rules, and relevant laws.
- 6.1.2 Establish guidelines for compliance with good corporate governance principles and anti-corruption policies, as well as monitor, oversee, and evaluate performance.
- 6.1.3 Promote and support Company directors, executives, and employees in complying with good corporate governance principles and anti-corruption policies.

6.2 Sustainability

- 6.2.1 Establish, review, and improve sustainable development policies covering economic, social, and environmental aspects.
- 6.2.2 Promote, support, and monitor sustainable development operations.
- 6.2.3 Promote, support, and monitor corporate social responsibility operations.
- 6.2.4 Report the performance results to the Board of Directors.

6.3 Risk Management

- 6.3.1 Establish policies, goals, plan, evaluate risks, and arrange for a clear and continuous risk management system for the Company to manage significant risks, and report to the Board of Directors.
- 6.3.2 Promote and drive cooperation in risk management at all levels within the organization.
- 6.3.3 Monitor, oversee, and evaluate performance to ensure the Company has appropriate and efficient risk management, prioritizing early warning signals and all irregular transactions.
- 6.3.4 Continuously develop an efficient enterprise-wide risk management system.

Additionally, this includes reviewing and amending the Corporate Governance, Sustainability, and Risk Management Committee Charter to be proposed to the Board of Directors for approval, as well as performing any other acts assigned by the Board of Directors.

.....