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**Board of Directors Charter**  
**TPCS Public Company Limited**

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

**1. Objectives**

The Board of Directors is established to oversee the business for the highest benefit of the Company and its stakeholders, and to be aware of its powers, duties, and responsibilities to comply with the policies, laws, objectives, Articles of Association of the Company, resolutions of the Board of Directors, and resolutions of the shareholders' meeting with responsibility, care, and honesty, as a prudent person operating such a business would exercise under the same circumstances, with commercial bargaining power free from the influence of their status as a director of the Company.

**2. Composition and Qualifications**

The shareholders' meeting shall determine the number of directors the Company should have, which must not be less than 5 persons, and elect individuals who do not possess any prohibited characteristics under the law and the Company's Articles of Association. They must also not have characteristics indicating a lack of suitability to be entrusted with the management of a business with public shareholders, as prescribed by the Securities and Exchange Commission. Furthermore, at least half of the total number of directors must reside in the Kingdom of Thailand, and the number of independent directors must comply with the notifications of the Capital Market Supervisory Board. The operations shall be carried out in the form of a Board of Directors.

The election of the Company's directors shall be in accordance with the Company's Articles of Association and relevant legal requirements. This must be transparent and clear. The nomination of directors shall proceed through the process of the Nomination Committee, providing sufficient details for the decision-making of the Board of Directors and/or shareholders.

**3. Definition of independent directors**

The qualifications of the Company's independent directors are in accordance with the requirements of the Capital Market Supervisory Board. (Please refer to the "Attachment to the Board of Directors Charter")

#### 4. Term of office

4.1 At every Annual General Meeting of Shareholders, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third shall retire. The directors who have been in office the longest shall retire. Retiring directors may be re-elected.

The retirement from office under the first paragraph is called retirement by rotation.

4.2 In the event that a position on the Board of Directors becomes vacant for reasons other than retirement by rotation, and the remaining term is not less than 2 months, the Board of Directors shall elect a person to fill the vacancy at the next Board of Directors' meeting. The person entering as a director shall retain office only for the remaining term of the director whom they replace.

4.3 A director vacates office upon:

- (a) Expiration of the term of office
- (b) Resignation
- (c) Death
- (d) Lack of qualifications or possessing prohibited characteristics under the law or the Company's Articles of Association.
- (e) Possessing characteristics indicating a lack of suitability to be entrusted with the management of a business with public shareholders, as prescribed by the Securities and Exchange Commission.
- (f) Removal by a resolution of the shareholders' meeting.
- (g) Removal by a court order.

4.4 A director who resigns prior to the expiration of their term must submit a resignation letter to the Company. The resignation is effective from the date the letter reaches the Company, and the director may also notify the Registrar under the public limited company law of their resignation.

#### 5. Meetings

##### 5.1 Meeting Agenda

In calling a Board of Directors' meeting, the Chairman of the Board or a person assigned by the Chairman shall determine the date, time, venue, and agenda, and send a notice of the meeting together with sufficient supporting documents to the directors at least 7 days prior to the meeting date. Except in urgent cases to preserve the rights or benefits of the Company, the meeting may be called by other methods, and an earlier meeting date may be set, and written minutes of the meeting must be prepared.

The venue for the meeting under the first paragraph shall be in the locality where the Company's head office or branch office is located, or any other place as determined by the Board of Directors.

5.2 Frequency of Meetings

The Board of Directors must meet at least once every 3 months and may call additional meetings as necessary.

5.3 Attendees

At a Board of Directors' meeting, the attendance of no less than half of the total number of directors is required to constitute a quorum. In the event that the Chairman of the Board is absent or unable to perform their duties, if there is a Vice Chairman, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or if they are unable to perform their duties, the attending directors shall select one director to preside over the meeting.

5.4 Voting

Voting Resolutions of the Board of Directors' meeting shall be passed by a majority vote of the attending directors, unless otherwise prescribed by law. Each director has one vote. However, a director with 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.

## **6. Authority**

- 6.1 Appoint, remove, and assign duties to the Advisors to the Board of Directors, Managing Director, and various committees.
- 6.2 Consult experts or Company advisors (if any), or hire external advisors or experts if necessary at the Company's expense.
- 6.3 Approve the borrowing of money to be used as the Company's working capital in an amount exceeding the authority of the Executive Committee.
- 6.4 Approve obtaining or canceling credit facilities in an amount exceeding the authority of the Executive Committee.
- 6.5 Approve granting loans to companies with business relations with the Company as shareholders, or companies with commercial relations with each other, or other companies, in an amount exceeding the authority of the Executive Committee.
- 6.6 Approve providing guarantees for credit facilities to companies with business relations with the Company as shareholders, or companies with commercial relations with each other, or other companies, in an amount exceeding the authority of the Executive Committee.

- 6.7 Approve the establishment, merger, or dissolution of subsidiaries.
- 6.8 Approve investments and the sale of investments in ordinary shares and/or any other securities in an amount exceeding the authority of the Executive Committee.
- 6.9 Approve the procurement and investment in fixed assets in an amount exceeding the authority of the Executive Committee
- 6.10 Approve the modification, destruction, or write-off of fixed assets and intangible assets that are no longer in use, damaged, lost, destroyed, deteriorated, or obsolete and unusable, with a total book value exceeding the authority of the Executive Committee.
- 6.11 Approve compromises, dispute resolution by arbitration, complaints, litigation, and/or any legal proceedings on behalf of the Company for matters that are not in the normal course of trade, and/or those in the normal course of trade with a capital value exceeding the authority of the Executive Committee.
- 6.12 Approve entering into transactions that are not in the normal course of business in an amount exceeding the authority of the Executive Committee.
- 6.13 Propose capital increases or decreases, changes in share par value, amendments to the Memorandum of Association, Articles of Association, and/or the Company's objectives to the shareholders.
- 6.14 Approve the Executive Committee to determine operating manuals, delegation of authority, and any other operating regulations as deemed appropriate.
- 6.15 Authorize the management, executive-level employees of the Company, or any other persons to act on its behalf.
- 6.16 Have the authority to invite management, executives, and relevant Company employees to provide clarifications, express opinions at meetings, or submit necessary documents as deemed relevant.
- 6.17 Appoint and remove the Company Secretary.
- 6.18 All of the aforementioned authorities of the Board of Directors concerning the acquisition or disposition of assets and connected transactions shall comply with the notifications of the Capital Market Supervisory Board.

## **7. Duties and responsibilities**

- 7.1 Determine the direction, goals, and business policies of the Company.
- 7.2 Approve the annual business plan and budget, and oversee the management's operations to ensure compliance with the law, policies, and specified plans efficiently and effectively.

- 7.3 Promote the establishment of written corporate governance policies, business ethics, and codes of conduct for directors, executives, and employees to use as guidelines in business operations, and strictly monitor compliance.
- 7.4 Set policies and oversee to ensure an effective system supporting anti-corruption, ensuring that management realizes the importance of anti-corruption and instills it as a corporate culture.
- 7.5 Ensure adequate and appropriate internal control systems so that transactions are approved by authorized persons, accurately reviewed and recorded, and that systems are in place to prevent the misuse of the Company's assets.
- 7.6 Transactions that may involve conflicts of interest must be carefully considered with clear guidelines for the benefit of the Company and shareholders, where interested parties do not participate in decision-making, and comply with the regulations regarding procedures and accurate disclosure of transactions that may have conflicts of interest.
- 7.7 Approve the financial reports that have been audited and/or reviewed by the auditor and approved by the Audit Committee.
- 7.8 Be responsible to all shareholders equally, and disclose information to shareholders and investors accurately, to standard, and transparently.
- 7.9 Acknowledge the business management report from the Executive Committee.
- 7.10 Call shareholders' meetings by specifying the date, time, venue, and agenda, as well as the dividend payment rate (if any) and the Board's opinion on matters proposed to shareholders. Within 21 days prior to each shareholders' meeting, the Company may suspend share transfer registration by notifying shareholders at the head office and branch offices no less than 14 days before the suspension, or set a Record Date (RD) no more than 2 months prior to the meeting date for the right to attend the meeting and the right to receive dividends.
- 7.11 Prepare a "Report on the Board of Directors' Responsibilities for Financial Reports" to be disclosed in the Annual Registration Statement / Annual Report (Form 56-1 One Report).
- 7.12 Oversee documents to be submitted to relevant regulatory agencies to ensure they accurately reflect information in the Company's account books, registers, or other documents.
- 7.13 Approve the Board of Directors Charter and/or other committees' charters.
- 7.14 Perform any other acts that exceed the authority of the Executive Committee or as deemed appropriate by the Board of Directors.

**8. Best practices for company directors.**

TPCS Public Company Limited, as a public limited company registered as a listed company on the Stock Exchange of Thailand, expects its directors to adhere to the following best practices:

- 8.1 Perform their duties with responsibility, care, and honesty, as a prudent person operating such a business would exercise under the same circumstances, with commercial bargaining power free from the influence of their status as a director of the Company, and comply with the policies, laws, objectives, Articles of Association of the Company, resolutions of the Board of Directors, and resolutions of the shareholders' meeting.
- 8.2 Have the intention to conduct business continuously and dedicate time to attend meetings to jointly consider and provide opinions consistently.
- 8.3 Possess leadership, vision, ethics, and independent decision-making for the highest benefit of the Company and shareholders as a whole, utilize knowledge, capability, and experience to benefit business operations, and have a genuine interest in the Company's affairs.
- 8.4 Oversee and monitor the Company's various operations to ensure compliance with specified policies efficiently and effectively.
- 8.5 Take care of stakeholders according to their rights under relevant laws and promote cooperation between the Company and stakeholders in creating wealth, financial stability, and business sustainability.
- 8.6 Report holdings and changes in holdings of the Company's securities by themselves, their spouses, minor children, and adopted minor children to the Office of the Securities and Exchange Commission and the Board of Directors' meeting.
- 8.7 Report to the Company regarding their own interests or those of related persons concerning the management of the Company or its subsidiaries, in accordance with the rules, conditions, and procedures prescribed by the Capital Market Supervisory Board.
- 8.8 In the event that a director, including related persons or close relatives, enters into a transaction with the Company or its subsidiary that qualifies as a connected transaction and/or an acquisition or disposition of assets, they must comply with the rules of the Office of the Securities and Exchange Commission and the Capital Market Supervisory Board.
- 8.9 In offering the Company's securities, the directors should monitor to ensure that information regarding the financial position and operating results is presented accurately without concealing material facts that the public ought to know.