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Attachment to the Board of Directors Charter

TPCS Public Company Limited

3. Determination of Independent Director

The qualifications of the Company's independent directors are in accordance with the requirements of the Capital Market Supervisory Board, as follows:

3.1 Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder, or controlling person, including shares held by related persons of such independent director.

3.2 Neither being nor used to be an executive director, employee, staff, advisor who receives a regular salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder, or controlling person, unless the foregoing status has ended not less than two years prior to the date of appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.

3.3 Not being a person related by blood or legal registration as a father, mother, spouse, sibling, and child, including spouse of a child, of an executive, major shareholder, controlling person, or person to be nominated as an executive or controlling person of the Company or its subsidiary company.

3.4 Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder, or controlling person, in a manner that may interfere with their independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director.

The term "business relationship" under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the

Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Connected Transactions *mutatis mutandis*. However, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date on which the business relationship with the same person commences.

3.5 Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director.

3.6 Neither being nor used to be a provider of any professional services, including legal advisor or financial advisor, who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director.

3.7 Not being a director appointed as a representative of the Company's directors, major shareholder, or a shareholder who is related to the major shareholder.

3.8 Not undertaking any business of the same nature and in significant competition to the business of the Company or its subsidiary company, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor who receives a regular salary, or holding shares exceeding one percent of the total number of shares with voting rights of another company which undertakes business of the same nature and in significant competition to the business of the Company or its subsidiary company.

3.9 Not having any other characteristics which cause the inability to express independent opinions regarding the Company's business operations.

After being appointed as an independent director with the qualifications under 3.1 to 3.9, the independent director may be assigned by the Board of Directors to make decisions regarding the business operations of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder, or controlling person, in the form of a collective decision.

In this regard, if the Capital Market Supervisory Board announces any changes to the qualifications of independent directors, the Company's independent directors must fully comply with such changed qualifications in all respects.
