



Charter of the Executive Committee



TCM Corporation Public Company Limited
Charter of Executive Committee

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TCM Corporation Public Company Limited Charter of Executive Committee

Chapter 1 Purposes

The Board of Directors of TCM Corporation Public Company Limited, in its meeting No. 3/2019 on May 30, 2019, approved a resolution to adopt this Executive Committee Charter. Its objectives are to define the scope of work, authority, duties, and responsibilities, along with the guidelines for the operations and activities of the Executive Committee.

Chapter 2 Preliminary

This charter shall be called the "Executive Committee Charter, TCM Corporation Public Company Limited."

In this Charter:

"**Company**" refers to TCM Corporation Public Company Limited.

"**Executive Director**" refers to a director who has the authority to manage or oversee the Company's affairs.

Chapter 3 Composition and Qualifications

The Executive Committee comprises a minimum of three executive directors. The Board of Directors will appoint the Chairman of the Executive Committee, who will then select the executive directors, taking their suitability into account.

Executive directors must possess the following qualifications:

- (1) Possess knowledge, skills, experience, and an understanding of the qualifications, duties, and responsibilities of an executive director. They must also exhibit integrity, make decisions based on information and reason, demonstrate maturity, express differing opinions appropriately, and adhere to established principles.
- (2) Individuals must dedicate adequate time to the operations of the Executive Committee and receive ongoing, consistent training and knowledge improvement regarding these operations to stay aligned with possible changes. They should also continuously enhance their understanding of the company's operations to boost the effectiveness of the Executive Committee.

The Chairman of the Executive Committee shall appoint a secretary who will be responsible for preparing the Executive Committee's meetings and coordinating reports to the Board of Directors and other relevant agencies (if any).

The term of office of the executive directors, including the Chairman of the Executive Committee, shall be the same as their term of office as an executive director. They shall vacate their position upon:

- (1) Death
- (2) Resignation
- (3) Expiration of their term as executive director of the Company
- (4) A resolution of the Board of Directors to remove them
- (5) Disqualification or prohibited characteristics as prescribed by law.

Chapter 4 Scope of Authority, Duties, and Responsibilities

The Executive Committee has the authority, duties, and responsibilities to manage the Company's affairs. Meetings shall be held at least once every three months to evaluate performance in accordance with the objectives, policies, business plans, and budgets approved by the Board of Directors. They must perform their duties with responsibility, caution, and integrity, as follows:

- (1) Supervise the Company's operations and oversee the management to ensure that they are in line with the goals, policies, strategies, business plans, and budgets approved by the Board of Directors efficiently and effectively.
- (2) Carry out responsibilities in line with the law, the Company's goals, articles of association, and decisions from shareholder meetings, ensuring integrity while prudently safeguarding the Company's interests.
- (3) Establish a system, promote and support the policy against corruption, and communicate it to employees and all stakeholders to encourage all employees to apply the guidelines throughout the organization effectively. Review the suitability of the systems and measures to align with changes in the business, rules, regulations, and relevant legal requirements.
- (4) Create a corporate culture that adheres to ethics and codes of conduct in business operations and conducts itself as a good example.
- (5) Initially consider investment expansion plans, capital increases, debenture issuance, mergers, and acquisitions before proposing them to the Board of Directors for further consideration and approval.
- (6) Consider and review the organizational structure and management authority, including employee appointments, hiring, transfers, wage determinations, compensation, bonuses, and terminations, from the employee level up to the department manager level. Propose these to the Board of Directors for further consideration and approval.
- (7) Consider setting profit and loss targets and propose interim dividend payments or annual dividends to the Board of Directors for consideration.
- (8) Have the authority to appoint working groups to carry out or manage the Company's affairs and define the working groups' authority, duties, and responsibilities. Supervise the operations of the appointed working groups to achieve policies and goals. Have the authority to delegate authority to one or more executives or any other person to perform any action within a specified period, under the supervision of the Executive Committee, including the cancellation, revocation, change, or amendment of the authorized person or authority as deemed appropriate.
- (9) Have the authority according to the work regulations and the authority to approve finances as approved by the Board of Directors.
- (10) Report on the Company's quarterly operating results at the Board of Directors meeting.
- (11) Prepare a self-assessment of the committee, both collectively and individually, at least once a year, and submit it to the Board of Directors for further consideration.
- (12) Perform any other actions assigned by the Board of Directors from time to time.

Chapter 5 Meetings

The Executive Committee shall meet at least four times a year, as appropriate. In addition, the Chairman may call a meeting to consider other matters as deemed appropriate. The secretary of the Executive Committee shall send the meeting documents to the executive directors and attendees in advance to allow time to consider the matters or request additional information for consideration.

At each meeting of the Executive Committee, at least half of the total number of executive directors must be present in person to constitute a quorum for considering various matters.

If the Chairman of the Executive Committee is not present at the meeting or is unable to perform their duties, the directors present shall elect one of the directors to chair the meeting.

If the Chief Executive Officer is not present at the meeting or is unable to perform their duties, they may authorize another person to attend the meeting on their behalf, or relevant executives may attend to report on matters under their responsibility at the meeting, on a case-by-case basis, by notifying the Chairman of the Executive Committee in advance.

Voting at the Executive Committee meeting shall be by majority vote. If the votes are equal, the chairman of the meeting shall have an additional vote as the deciding vote. The opinions of the executive directors who agree and disagree shall be recorded in the meeting minutes regarding the matter voted.

Chapter 6 Miscellaneous

- (1) All prior versions of the Executive Committee Charter are revoked, and this version will take precedence. However, the provisions in this Charter must align with the Company's articles of association and applicable legal requirements. If any provision in this Charter conflicts with the Company's articles of association and/or legal requirements, it will become unenforceable.
- (2) Any amendment, revision, or change to this Charter shall only be made with the approval of the Board of Directors.
- (3) This Charter shall be effective from May 30, 2019, onwards until a written change is made.

By the resolution of the Board of Directors Meeting No. 3/2019 on May 30, 2019.

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(Mr. Pimol Srivikorn)
Chairman of the Board of Directors