



TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED
บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)

Executive Committee Charter

(กฎบัตรคณะกรรมการบริหาร)

Executive Committee Charter

1. Objectives

The Executive Committee instituted this Charter in order to assist in the management of the Company in accordance with the policy, work flow, regulations, and various orders, including objectives set under the framework authorized by the Board of Directors and/or Shareholders' Meeting.

2. Composition

The Executive Committee must have at least 3 members. The Executive Director does not need to be a company director.

Additionally, the Executive Committee will select one Executive Director to be the CEO and appoint a secretary to the Executive Committee to assist in arranging and preparing meetings, submit meeting documents, and recording minutes of the meeting (memo).

The Executive Committee (ExCom) will appoint its secretary from the ranks of the directors or other person whom the ExCom deems fit in order to assist in arranging and preparing meetings, preparing agendas, submitting meeting documents, and recording minutes of the meeting.

3. Qualifications of Executive Directors

An executive director must have the following qualifications:

- (1) Be a knowledgeable and honest person. Someone who has business ethics and enough time to devote his ability in working for the Company.
- (2) Have all the requisite qualifications and is not a prohibited individual according to the laws of the Stock Exchange of Thailand (SET) and other related laws, including rules, announcements, issued by the Securities Exchange Commission (SEC) or SET.
- (3) Not be a person who runs a similar business to and competes with the Company or is a shareholder or director in legal entities that operate in the same business and competes with the Company whether this is for their personal benefit or benefit of others unless this has been notified to the ExCom, which appointed them nevertheless.

4. Appointment and Tenure of the Position

The Executive Committee must appoint qualified individuals according to 3. An executive director will have a tenure of 3 years per term, and this should be in the same period as the Company director (in the event that the executive director is also a company director). In this case, an executive director who ends his term can subsequently be appointed as company director.

If an executive director ends his term early or is not able to complete his term, this will lead to a situation where there are fewer than the 3 executive directors. In this case, the ExCom will appoint a new executive director as replacement so as to ensure the Committee's continuous function.

Apart from the normal end of his term, an executive director may lose his position due to:

- (4) Death
- (5) Resignation
- (6) Loss of qualification or legal prohibition (in case he is also a company director)
- (7) The ExCom has a resolution to dismiss him.

An executive director may resign from this position by providing a letter of resignation to the CEO or Chairman of the Board at least one month in advance in order that the ExCom can appoint his replacement.

5. Authority, Roles, and Responsibilities

- (1) Set and prepare Vision Statement, policy, direction, strategy, work plan, budget, management structure, and scope of management authority for proposal to the ExCom for approval and implement it according to the ExCom's resolution following proper inspection, monitoring, and implementation in an effective and efficient manner.
- (2) Set financial and investment policies of the Company as well as direction for investment which aligns with the objectives and policies of the Company, and approve investment guidelines as well as suggestions for investments according to Company policy.
- (3) Be a manager for directing and controlling the operations related to general management of the Company.
- (4) Approve entry into contracts and/or transactions related to the Company's operations such as trading, investments, or joint venture with others for normal transactions of the Company and create benefit according to the Company's objectives) within the budget under the level of authorization or according to level set by the ExCom.

- (5) Authorize payment for investments, procurement, hiring, borrowing, and other forms of credit from financial institutions, loan issuance, putting up collateral, or entering into guarantee arrangements for the Company or its subsidiaries. Such undertaking must be beneficial and done within the objectives of the Company within the Level of Authorization or according to what is specified by the Board of Directors.
- (6) Invite the Management Team, executives, or other related individuals to express opinion, join meetings, or give information when necessary.
- (7) Limit and set policy for salary, salary increases, bonus, compensation, and one-time awards for employees and executives (below the rank of CEO and executive director).
- (8) Limit and set policy for risk management so that it aligns with the mission, primary objectives, strategy, and acceptable risk level of the business and also monitor and evaluate efficiency of that risk management process regularly.
- (9) Ensure a support and control system is in place for employees and all related parties can comply with Anti-Corruption Policies and revise the system and measure to align with business, rules, and restrictions of the Company.
- (10) Oversee and ensure mechanism and procedures are in place (review, track progress, troubleshoot, and report) complaints of stakeholders in order to comply with Policy regarding complaints of cheating or company violations.
- (11) Report on the important operations of the ExCom and Board of Directors on a regular basis.
- (12) Evaluate the overall workings of the ExCom and perform self-evaluation and submit to the Board of Directors for annual review.
- (13) Revise and propose to Board of Directors to change scope of authorization, roles, and responsibilities of the ExCom to align with the Company's changing operating environment.
- (14) Perform other tasks assigned by the Board of Directors or follow the policies laid out by the Board of Directors.
- (15) Delegate one or many persons who can perform the roles of the ExCom.

In assigning roles and responsibilities to the ExCom, it must seek to avoid conflict of interests (as defined by the announcement regarding ExCom by the SEC and/or other announcements related to capital markets). This refers to any conflict of interests between the Company and its subsidiaries unless it is approved according to the policies and guidelines approved by the Board of Directors.

6. Meetings

- (1) Ensure that the ExCom meets at least once a quarter as the CEO seems fit.
- (2) In summoning any ExCom meeting, the CEO or his proxy must ensure the agenda and supporting documents reaches all ExCom members 7 days in advance, so that the members can have adequate time to digest the information. However, in urgent cases essential to the protection of Company benefit, the meeting can be summoned at an earlier date.

7. Composition and Voting

- (1) In any ExCom meeting, at least half of all executive directors must attend in order to have a full quorum. If the CEO is not present or is unable to work, the executive directors present will choose one amongst themselves to function as the Chairman of the meeting in the meantime.
- (2) Any decision in the Meeting will be reached by majority vote (not necessarily unanimous).
- (3) In voting, one executive director has only one vote with the exception of agendas where he has conflict of interest. In such cases, he will not have a vote, and the CEO will have an additional vote and act as the tie-breaker.
- (4) The CEO will announce the results of the meeting to the ExCom in the following meeting.

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(Mr. Kittisak Amornchairojkul)
Chairman of the Board