



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

กฎบัตรคณะกรรมการบริหาร
Executive Committee Charter
P-BOD-016



1. Objective

The Executive Committee of the Company is established to assist the Board of Directors in managing the Company's affairs in accordance with the policies, plans, regulations, and any directives, as well as the objectives set within the framework assigned by the Board of Directors and/or the shareholders' meeting of the Company.

2. Composition

The Executive Committee shall consist of at least three (3) members, and the executive directors are not required to hold positions as company directors.

The Executive Committee shall elect one (1) of its members to serve as the Chairperson of the Executive Committee and appoint a Secretary of the Executive Committee to assist in the operations of the Executive Committee, including scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes.

The Executive Committee shall appoint the Secretary of the Executive Committee, who may be a director, or another person deemed appropriate by the Executive Committee, to assist in the operations of the Executive Committee, including scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes.

3. Qualifications of Directors

Executive directors must possess the following qualifications:

- (1) They must be knowledgeable, capable, honest, and ethical in business conduct, and have sufficient time to dedicate their knowledge and abilities to the Company.
- (2) They must have complete qualifications and not possess any prohibited characteristics according to the Securities and Exchange Act, other relevant laws, and any other announcements, rules, regulations, or directives issued by the Securities and Exchange Commission and/or the Stock Exchange of Thailand.
- (3) They must not be individuals who engage in businesses of the same nature and in competition with the Company's business, or become partners or directors in other legal entities that engage in businesses of the same nature and in competition with the Company's business, whether for their own benefit or for others, unless they have notified the Board of Directors' meeting before the resolution of appointment.

4. Appointment and Term of Office

The Board of Directors shall appoint individuals who meet the qualifications specified in Section 3 above to serve as Executive Directors. Executive Directors shall serve a term of three (3) years, which shall coincide with their term as company directors (in cases where the Executive Directors also serve as company directors). Executive Directors who retire by rotation may be reappointed.



If an Executive Director's term expires, or they are unable to complete their term, resulting in fewer than three (3) Executive Directors, the Executive Committee shall promptly appoint new Executive Directors to ensure continuity in the performance of the Executive Committee's duties.

In addition to retirement by rotation, an Executive Director may vacate their position upon:

- (1) Death,
- (2) Resignation,
- (3) Disqualification or possession of prohibited characteristics as prescribed by law (in cases where they also serve as company directors),
- (4) A resolution of the Board of Directors' meeting

Any executive director wishing to resign shall submit a resignation letter to the Chairman of the Executive Committee or the Chairman of the Board of Directors at least one month in advance, to allow the Board of Directors to consider appointing a replacement.

5. Powers, Duties, and Responsibilities

- (1) Formulate and establish the vision, policies, direction, strategies, business plans, budget, management structure, and management authority to be proposed for approval by the Board of Directors, and implement the approved plans, including monitoring and evaluating the effectiveness and efficiency of such operations.
- (2) Establish the Company's financial and investment policies, align investment policy directions with the Company's objectives and policies, and approve investment criteria, including investment proposals in accordance with company regulations.
- (3) Manage and oversee the operations related to the general management of the Company.
- (4) Approve the execution of contracts and/or any transactions related to the Company's ordinary business (such as buying, selling, investing, or joint ventures with others for the Company's normal transactions and for the benefit of operations in accordance with the Company's objectives) within the limits specified in the Level of Authorization or as determined by the Board of Directors.
- (5) Approve expenditures for investments, procurement, borrowing, and obtaining any credit from financial institutions, lending, as well as pledging, mortgaging, or acting as a guarantor for the Company and its subsidiaries, and other operations for the benefit of operations in accordance with the Company's objectives within the limits specified in the Level of Authorization or as determined by the Board of Directors.
- (6) Have the authority to invite management, executives, or any relevant persons in the Company to provide opinions, attend meetings, or provide necessary information as needed.



- (7) Establish the framework and policies for determining salaries, salary adjustments, bonuses, compensation, and rewards for employees and executives (who hold positions below the Chairperson of the Executive Committee).
- (8) Establish the framework and policies for risk management to align with the Company's objectives, main goals, strategies, and acceptable risks, including regularly monitoring and evaluating the effectiveness of risk management.
- (9) Oversee sustainable development operations by ensuring that various activities are conducted in accordance with policies, principles, corporate governance practices, and sustainable development.
- (10) Establish a system to promote, support, and supervise to ensure that all employees and relevant parties comply with anti-corruption policies, including reviewing the appropriateness of systems and measures to align with business changes, regulations, and legal requirements.
- (11) Oversee the mechanisms and processes for handling (recording, tracking progress, resolving issues, reporting) complaints from stakeholders to comply with the Company's fraud and misconduct complaint policy.
- (12) Regularly report significant performance results of the Executive Committee to the Board of Directors.
- (13) Evaluate the overall performance of the Executive Committee and conduct self-assessments, presenting the results to the Board of Directors for consideration annually.
- (14) Review and propose amendments to the scope of authority, duties, and responsibilities of the Executive Committee to the Board of Directors to ensure alignment with the company's business conditions.
- (15) Perform any other tasks as assigned by the Board of Directors or in accordance with the policies set by the Board of Directors.
- (16) Delegate authority to one or more individuals to perform any actions on behalf of the Executive Committee.

The delegation of duties and responsibilities of the Executive Committee shall not constitute a delegation that allows the Executive Committee or the person authorized by the Executive Committee to approve transactions in which they or persons who may have a conflict of interest (as defined in the announcements of the Securities and Exchange Commission and/or the Capital Market Supervisory Board) may have an interest or may benefit in any manner or may have any other conflict of interest with the Company or its subsidiaries, except for the approval of transactions that are in accordance with the policies and criteria approved by the Board of Directors' meeting.



6. Meetings

- (1) The Executive Committee shall meet as deemed appropriate by the Chairperson of the Executive Committee, but at least once every three (3) months.
- (2) To call a meeting of the Executive Committee, the Chairperson of the Executive Committee or a designated person shall send a notice of the meeting, along with the agenda and supporting documents, to all Executive Directors at least seven (7) days prior to the meeting date. This is to ensure that the Executive Directors have sufficient time to review the information, except in urgent cases to protect the rights or benefits of the Company, in which case the meeting notice may be given by other means or the meeting date may be set earlier.

7. Quorum and Voting

- (1) For a meeting of the Executive Committee to constitute a quorum, at least half (1/2) of the total number of Executive Directors must be present. If the Chairperson of the Executive Committee is absent or unable to perform their duties, the Executive Directors present shall elect one (1) among themselves to act as the Chairperson of the meeting.
- (2) The resolution of the meeting shall be determined by a majority vote.
- (3) In voting, each Executive Director shall have one (1) vote. However, any Executive Director who has an interest in any matter shall not have the right to vote on that matter. In the case of a tie, the Chairperson of the meeting shall have an additional casting vote.
- (4) The Chairperson of the Executive Committee shall report the meeting results to the Board of Directors' meeting at the next opportunity for acknowledgment.

This Charter of the Executive Committee was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

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(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors