



-Translated-

Board of Directors Charter

TEAM Consulting Engineering and Management Public Company Limited

Composition and selection of the board of directors

1. The Company shall have a board of directors to conduct the Company's business. The board of directors consists of at least five (5) directors. At least half of the directors must reside in the Kingdom. The Company's directors must be qualified as abide by law and may or may not be shareholders of the Company.
2. The shareholders' meeting shall appoint the company's directors in accordance with the following criteria and methods:
 - 2.1 Each shareholder has one (1) vote for each share held.
 - 2.2 Each shareholder may exercise all of his/her votes under 2.1 to elect one or more persons as directors. In the case of electing multiple persons to be directors, no number of votes can be allocated to any one person.
 - 2.3 The persons who receive the highest votes in descending order will be elected as directors in the number of directors to be elected at that time. In the event that the persons elected in the next descending order have an equal number of votes, exceeding the number of directors to be elected at that time, the chairman of the meeting shall have a deciding vote.
3. At every annual general meeting of shareholders, one-third (1/3) of the directors at that time shall retire from office. If the number of directors is not a multiple of three, the number nearest to one-third (1/3) shall retire. Directors who have vacated office may be re-elected. The directors who are to retire from office in the first and second years following the registration of the company shall be drawn by lots. In subsequent years, the director who has been in office the longest shall retire.
4. Any director who wishes to resign from his/her position shall submit a resignation letter to the Company. The resignation shall be effective from the date on which the resignation letter reaches the Company.
5. The shareholders' meeting may vote to remove any director from office before the expiration of his term by a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and having the right to vote, and holding shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.
6. In the event that a director's position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall select a person who has the qualifications and is not

disqualified under the Public Limited Companies Act or the Securities and Exchange Act to be a director at the next Board meeting, unless the remaining term of that director is less than two (2) months. A person who replaces a director shall serve in the position of director only for the remaining term of the director whom he replaces. The resolution of the Board of Directors under the first paragraph must consist of not less than three-quarters (3/4) of the votes of the remaining number of Directors.

7. The Board of Directors shall select one director to be the Chairman of the Board. If the Board of Directors deems appropriate, one or more directors may be selected to be the Vice Chairman of the Board. The Vice Chairman shall have duties under the regulations in the matters assigned by the Chairman.

Scope of powers, duties and responsibilities of the Board of Directors

1. Perform duties with responsibility, caution, honesty and integrity. Perform duties in accordance with the law, objectives, company regulations and shareholders' resolutions.
2. Consider and approve the appointment of persons who have qualifications and do not have prohibited characteristics as specified in the Public Limited Companies Act B.E. 2535 and the Securities and Exchange Act, including announcements, regulations and/or rules related to the director position, in the event that the director position is vacant for reasons other than retirement by rotation.
3. Consider appointing subcommittees from the Company's directors and/or executives and/or qualified persons, and specifying the scope of powers, duties and responsibilities of such committees. The subcommittees may be assigned to propose a list of qualified persons for the Nomination and Remuneration Committee to consider and screen their qualifications before submitting them to the Board of Directors for consideration and appointment.
4. Consider the appointment of the Audit Committee by considering the qualifications and prohibited characteristics of independent directors and audit committee members, according to the Securities and Exchange Act. The consideration includes the announcements, regulations and/or related rules of the Stock Exchange of Thailand, and present to the shareholders' meeting for consideration of appointment as an independent director and audit committee member of the Company.
5. Consider determining and amending the names of directors who have the authority to bind the company.
6. Appoint any person to conduct the Company's business under the supervision of the Board of Directors or may delegate power to such person to have the power and/or within the period as

the Board of Directors deems appropriate. The Board of Directors may revoke, change or amend such powers.

7. Consider and approve transactions for the acquisition or disposal of the Company's assets, except the cases where such transactions require approval from a shareholders' meeting.

The consideration of such approval shall be in accordance with the announcements, regulations and/or related rules of the Stock Exchange of Thailand.

8. Consider and approve related party transactions, except in cases where such transactions require approval from the shareholders' meeting. The consideration of such approval shall be in accordance with the announcements, regulations and/or related rules of the Stock Exchange of Thailand.

9. Consider and approve the payment of interim dividends to shareholders when it is seen that the Company has sufficient profits to do so and report such dividend payment to the shareholders' meeting at the next shareholders' meeting.

10. Set the vision, policies and directions of the company's operations, business strategies, annual budgets, and supervise and oversee the management to operate in accordance with the specified policies efficiently and effectively in order to maximize economic value for shareholders and achieve sustainable growth.

11. Evaluate the performance and determine remuneration for directors and senior executives.

12. Responsible for the performance and implementation of the management with determination and caution in performing duties.

13. Supervise the management to have an appropriate and effective risk management system.

14. Supervise the establishment of transparent and measurable business goals to be used as guidelines for setting operational goals, taking into account feasibility and reasonableness.

15. Consistently responsible to shareholders and operating in a way that protects the interests of shareholders. The important information is disclosed to investors in a correct, complete, standardized and transparent manner.

16. Consider and make decisions on important matters such as policies and business plans for large investment projects, management authority for the acquisition or disposal of assets, and any other matters as required by law.

17. Determine the authority and level of approval for transactions and actions related to the Company's work for appropriate groups or individuals and in accordance with relevant laws. Create a manual of operational authority and review it at least once a year.

18. Provide a reliable accounting system, financial reporting and auditing, and oversee and establish a process for evaluating the appropriateness of internal controls.

19. Give approval to the proposal for the appointment of auditors and consider the annual audit fee to present to shareholders for consideration and approval of the appointment.
20. The report of the Board of Directors' responsibilities for the preparation of the financial statements shall be presented together with the auditor's report in the annual report. It covers significant matters according to the Good Practices Policy for Directors of Listed Companies of the Stock Exchange of Thailand.
21. Supervise the work of the subcommittees to ensure compliance with the prescribed charter.
22. The board must evaluate its own performance and evaluate its overall performance.

In this regard, it is stipulated that directors who have or may have a conflict of interest or other conflicts of interest with the Company shall not have the right to vote on such matter.

In addition, in the following cases, approval must be obtained from the board meeting and the shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote.

- a) Divestiture or transfer of all or a substantial part of the Company's business to another person.
- b) Purchasing or receiving a transfer of the business of another private company or public company to be owned by the Company.
- c) Preparing, amending or terminating a contract regarding the leasing of all or some important parts of the Company's business, assigning any other person to manage the Company's business, or merging the Company with another person for the purpose of sharing profits and losses.
- d) Amendments to the memorandum of association or regulations of the company.
- e) Increase or decrease of the company's registered capital.
- f) Company dissolution
- g) The Company's issuance of bonds
- h) Merger of the Company with another company
- i) Any other matters as specified under the provisions of the Securities Act and/or the regulations of the Stock Exchange of Thailand, which must be approved by the shareholders' meeting with the aforementioned votes, such as acquisition or disposal of assets, related transactions, etc.

Term of office of the Company's directors

The term of office of the Board of Directors is stipulated in the Company's regulations, namely, at every annual general meeting of shareholders, one-third (1/3) of the directors at that time must retire

from their positions. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third (1/3) must retire. Directors who have vacated their positions may be re-elected to resume their positions.

The subcommittees consist of the Audit Committee, Executive Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainability Committee, and the Performance Evaluation Committee of the Chief Executive Officer. Their terms shall be 3 years from the date of appointment or as resolved by the Board of Directors. Directors whose terms have expired may be re-elected to resume their positions.

However, the delegation of authority, duties and responsibilities of the Board of Directors shall not be a delegation of authority or sub-delegation of authority that allows the Board of Directors or the authorized representative of the Board of Directors to approve any transaction in which they or any person may have a conflict of interest (as defined in the announcement of the Securities and Exchange Commission). This will be applied for both the Company and its subsidiaries.

Review and revision of the Charter

This Charter shall be reviewed at least annually by the Board of Directors. Any modification shall be submitted to the Board of Directors for consideration and approval.

This Board of Directors Charter shall come into effect from December 16, 2024 onwards.

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(Mr. Rapee Phongbupakicha)
Chairman of the Board