

## Definition of Independent Director of TQM Alpha Public Company Limited

Independent director must not have Banking Business, must not be a banker or any business related to Banking Business that may affect independent decision making and must be a person with following qualifications:

1. Holding shares not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than two years prior to taking the independent directorship. Independent director used to be a government officer or advisor of a government agency that the government is a major shareholder or the person in charge such company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her 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, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

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, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the 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. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, 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, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary, affiliate, 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 taking the independent directorship.

7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

For rules and procedures for appointment of independent directors in accordance with the rules and procedures for the appointment of directors. Each independent director can hold the position of independent director for a maximum of 9 years,

## Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders



### Mr. Marut Simasathien

**Current Position :** Independent Director / Chairman of the Audit Committee /  
Member of Nomination and Remuneration Committee /  
Member of Sustainability and Risk Management Committee /  
Member of Corporate Governance Committee

**Age :** 75 yrs.

**Nationality :** Thai

**Address :** 123 Lad Plakao Road, Chorakhe Bua, Latphrao Bangkok 10230

**Shareholding :** None

**Conflicts of interest in any agenda:** None

**Remark:** Details of profiles of the Independent Directors are shown in the Board of Directors section of the 2024 Annual Report (56-1 One report) which already disclosed on the Company's website ([www.tqmalpha.com](http://www.tqmalpha.com)).