

Definition of Independent Director of TQM Corporation 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 the 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, unless the shareholders' meeting considers the reason and necessity as proposed by the company and approved the selection of independent director who holds the position of independent director for more than 9 consecutive years, to be an independent director.

INDEPENDENT DIRECTOR (PROXY FOR SHAREHOLDERS) (As of 31 December 2021)

Name Mr. Marut Simasathien
Age 72 yrs.
Nationality Thai
Address No.172, Soi Phibun Watthana 2, Khwang Samsen Nai, Khet Phaya Thai, Province Bangkok, Postcode 10400
Current Position Independent Director/ Chairman of the Audit Committee/ Nomination and Remuneration Director/ Risk Management Director/ Corporate Governance Director
Appointment Date as the Director/Management 22 February 2018
Shareholding None
No. of year being director 4 yrs.
Education 1. Master of Business Administration Kasetsart University
 2. Bachelor of Accounting, Thammasat University



Training

1. Seminar on “The Importance of Audit Committee in the Capital Market and Roles of Audit Committee in Good Corporate Governance” (SEC)
2. Seminar on “One report, sustainability disclosure requirement: The challenges ahead” (KPMG)
3. Advanced Audit Committee Program (AACP), Class 38 (2020) the Thai Institute of Directors
4. Director Accreditation Program (DAP), Class 17/2004 the Thai Institute of Directors
5. Thailand National Defense Course, 2002 the National Defense College of Thailand
6. Corporate Governance for Directors and Senior Executives Course of state Enterprises and Public Organizations, Class 11

Professional Experience During The Past 5 Years

Position as Director / Executive in other listed companies in SET

- None

Position in other companies / businesses

- 2021 - Present Director / Member of The Audit Committee N.D.S.34 Company Limited
- 2016 - Present Independent Director / Member of The Audit Committee Thai National Product Public Company Limited
- 2003 - Present Chairman of the Board of Directors / Chairman of the Audit Committee NL Development Public Company Limited
- 1989 - Present Director MPS Holding Company Limited

Competitive or related businesses to the company

- None

Illegal Record in the past 5 years

- None

There is no interest in any agenda proposed at this general meeting of shareholders.

Relationship may cause conflicts of interest

- Not being a close relative to the management / major shareholder of the company and its subsidiaries.
- Not being a director who is involved in management, staff, employees or consultants receiving a regular salary.
- Not being a professional service provider, such as an auditor, legal counsel.
- No significant business relationship may result in not being able to act independently.