



Regulations of the Chief Executive Officer

TQR Public Company Limited

## Regulations of the Chief Executive Officer

### 1. Objectives

The Board of Directors has resolved to enforce these Regulations of the Chief Executive Officer to support the Chief Executive Officer (CEO) in performing duties with accountability and in the best interests of the Company, in alignment with the principles of good corporate governance.

### 2. Nomination and Appointment of the Chief Executive Officer

The Nomination and Remuneration Committee shall be responsible for identifying and proposing qualified candidates who meet the criteria specified in these Regulations for the position of Chief Executive Officer. The nominated candidate will then be submitted to the Board of Directors for consideration and appointment.

### 3. Qualifications of the Chief Executive Officer

- 3.1 The CEO must possess the requisite knowledge, capability, integrity, and ethical standards in conducting business, and must be able to dedicate sufficient time and effort to effectively perform duties for the benefit of the Company.
- 3.2 The CEO must meet all qualifications and must not possess any prohibited characteristics as prescribed under the Public Limited Companies Act, the Non-Life Insurance Act, and other applicable laws. The CEO must also not exhibit any characteristics indicating a lack of suitability to be entrusted with the management of a publicly held company, as prescribed by the Capital Market Supervisory Board.
- 3.3 The CEO must not engage in any business that is of the same nature as, or in competition with, the Company's business, nor be a partner in an ordinary partnership or an unlimited liability partner in a limited partnership, nor serve as a director of a private company or any other company that conducts a business of the same nature and in competition with the Company, whether for personal benefit or for the benefit of others, unless such matter has been disclosed to the shareholders' meeting prior to the appointment resolution.

### 4. Term of Office

- 4.1 The CEO shall vacate office upon the occurrence of any of the following events:
  - (a) Death;
  - (b) Resignation;
  - (c) Lacking the qualifications required for the position of CEO as prescribed in these Regulations, or possessing any prohibited characteristics under the Public Limited Companies Act, or exhibiting any characteristics indicating a lack of trustworthiness as defined in the notification of the Office

of the Securities and Exchange Commission No. KorJor. 8/2553 Re: Determination of Untrustworthy Characteristics of Directors and Executives of Public Companies under the Securities and Exchange Act (as amended), including relevant SEC notifications, the Non-Life Insurance Act, or any prohibitions under notifications issued by the Office of Insurance Commission (OIC);

(d) Removal by a resolution of the Board of Directors, whereby such resolution must be approved by no less than three-fourths (3/4) of the directors present at the meeting and eligible to vote.

## 5. Authority, Duties, and Responsibilities

- 5.1 Perform duties with responsibility, due care, and integrity, prioritizing the Company's best interests, and ensuring compliance with applicable laws, the Company's objectives, Articles of Association, and resolutions of the shareholders' meeting.
- 5.2 Manage, supervise, and approve matters relating to the Company's day-to-day operations in accordance with the policies, strategies, and business plans approved by the Board of Directors and/or the Executive Committee, ensuring alignment with the Company's objectives, regulations, Board resolutions, and shareholders' resolutions within the scope of applicable laws and delegated authority.
- 5.3 Prepare policies, strategies, goals, business plans, annual budgets, organizational structure, and management authority for submission to the Executive Committee for consideration prior to proposing them to the Board of Directors for approval.
- 5.4 Monitor, control, and report on the Company's overall performance to the Executive Committee and the Board of Directors on a regular basis.
- 5.5 Ensure that senior executives and personnel perform their duties effectively and efficiently, promote continuous organizational and personnel development, and uphold the Company's positive corporate image.
- 5.6 Establish and adjust the Company's management structure to align with operational policies and industry competitiveness.
- 5.7 Have the authority to recruit, appoint, transfer, remove, terminate, and determine compensation for employees at levels below the CEO, in accordance with the Company's rules and regulations.
- 5.8 Issue, amend, supplement, and improve internal regulations, policies, and orders to support operational efficiency, safeguard the Company's interests, and maintain organizational discipline.
- 5.9 Delegate authority and/or assign tasks to other persons, provided such delegation complies with the Company's approval authority framework and relevant regulations or directives issued by the Executive Committee and/or the Board of Directors.
- 5.10 Act and represent the Company in dealings with external parties in matters related to and beneficial for the Company.

5.11 Approve operational expenses and other ordinary business expenditures within the authorized limits, including negotiating and approving contracts and other legal arrangements related to the Company's operations, as delegated by the Executive Committee and/or the Board of Directors.

5.12 Perform any other duties as assigned by the Executive Committee and/or the Board of Directors. Such delegation shall not include the authority to approve any transaction in which the CEO, a delegate, or any person with a potential conflict of interest (as defined by the Capital Market Supervisory Board) has an interest or may derive benefits that conflict with those of the Company. Any such transaction must be submitted to the Board of Directors and/or the shareholders' meeting (as applicable) for approval in accordance with the Company's Articles of Association and relevant laws.

## **6. Performance Evaluation and Reporting**

6.1 The Board of Directors shall conduct an annual performance evaluation of the CEO to assess whether the scope of responsibilities remains appropriate and aligned with the Company's objectives.

6.2 The results of such evaluation shall be disclosed in the Company's Annual Report.

## **7. Review and Amendment of the Regulations**

The CEO shall review these regulations annually and propose any amendments deemed appropriate for the Board of Directors' consideration and approval.

**This Regulation is reviewed and will be effective from November 10, 2025 onwards.**

**Note: Approved by the resolution of the Board of Directors' Meeting No. 7/2025 convened on November 10, 2025.**