

## Reference Material for Agenda Item 5

### To approve the appointment of directors to replace those whose terms have expired for the 2026 fiscal year.

#### 1. The criteria for considering the reappointment of a director

In accordance with the company's regulations, Article 13 states that at each Annual General Meeting, one-third of the directors shall retire from their positions. If the number of directors cannot be evenly divided into three parts, the number of directors to retire shall be as close as possible to one-third.

The directors to retire in the first and second years after the company's registration shall be determined by drawing lots to decide who will retire. In subsequent years, the director who has held the position the longest shall be the one to retire. A director who retires by rotation may be re-elected to hold the position again.

#### 2. The criteria and method of selection.

The Nomination and Remuneration Committees will consider nominating individuals to be appointed as directors to replace those who have vacated their positions, either due to resignation before the end of their term or due to the expiration of their term, based on the following criteria:

1. Consider individuals who meet the qualifications of an independent director and/or the qualifications of a director of a listed company, in accordance with the Public Company Limited Act, the Securities and Exchange Act, the regulations of the SEC, and the rules of the Stock Exchange of Thailand.
2. Consider individuals who meet the qualifications and do not have any disqualifying characteristics under relevant laws, and who do not conflict with or violate any laws related to the company's business operations.
3. Consider individuals who possess skills, knowledge, expertise, and experience relevant to the business, specialized knowledge, and diversity in various areas, including gender, age, and ethnicity. This should be done with consideration of the balance of diversity within the board of directors, which will be beneficial and add value to the company.
4. Consider individuals who possess qualities that support and promote corporate governance practices to create value for the company, such as independence, willingness to express opinions, creativity, responsibility, prudence, integrity, and the ability to dedicate time fully to the role.
5. In the case of a director who is retiring by rotation, consideration will be given to their track record of performing their duties with prudence, integrity, and the ability to dedicate sufficient time and effort to the role.
6. In the case where the Nomination and Remuneration Committees proposes a director who has retired by rotation to be reappointed, the committee will review the director's performance and consider presenting the results of their duties, contributions, and their attendance at board meetings and shareholder meetings. This will allow shareholders to take this information into account in their decision-making process.



The Nomination and Remuneration Committees will propose the names of individuals with the appropriate qualifications to the Board of Directors for consideration and submission to the shareholders' meeting for the appointment of company directors.

**3. Directors whose terms are up for reappointment at the AGM for the year 2026.**

In 2026, the directors who are due to retire by rotation, constituting one-third of the board, are the three directors with the longest tenure, as follows:

1. Mr. Montree Aroon (Independent Director)
2. Mr. Vasu Klomkliang (Director)
3. Mr. Ekapol Sakulpolphaisan (Director)

**4. The opportunity for shareholders to propose individuals for consideration for appointment as directors.**

As the company provided an opportunity for shareholders to propose qualified individuals for consideration for appointment as directors in advance, the announcement was made through the Stock Exchange of Thailand, and the criteria and conditions for exercising such rights were disclosed on the company's website <https://investor.terabyteplus.com> from November 25, 2025, to January 31, 2026. No shareholders proposed any individuals for consideration for appointment as directors.

**5. The opinion of the Board of Directors**

At the Nomination and Remuneration Committees meeting No. 1/2026, held on February 19, 2026, excluding directors whose terms have completion of term, the committee resolved to propose to the Board of Directors to recommend to the AGM of Shareholders the reappointment of the three directors whose terms have completion of term to serve for another term as directors, as follows: 1. Mr. Montree Aroon 2. Mr. Vasu Klomkliang and 3. Mr. Ekapol Sakulpolphaisan At the Board of Directors meeting No. 1/2026, held on February 20, 2026, excluding the directors who were nominated, after careful and thorough consideration, it was concluded that the nominated individuals possess the qualifications suitable for the company's business operations. They have performed their duties as directors by providing valuable advice to the company's business operations throughout their tenure. For the individual nominated to serve as an independent director, they have demonstrated the ability to provide independent opinions and meet the relevant qualifications criteria. The Board of Directors agreed with the proposal from the Nomination and Remuneration Committees and resolved to recommend to the Shareholders' Meeting the reappointment of the three directors whose terms have completion of term to serve for another term.



**The Background of Directors Whose Terms Have Completion of term and Who Are Nominated  
for Reappointment for a New Term**

Name            Mr. Montree Aroon  
Age                61 years old  
Nationality      Thai



[Nominate for reappointment]

Independent Director / Chairman of the Audit Committees /  
Member of the Nomination and Remuneration Committees  
Terabyte Plus Public Company Limited.

**Educational Background:**

Qualification	Major	Institution / University
Master's Degree	Master of Business Administration (Marketing)	Suan Dusit Rajabhat University
Bachelor's Degree	Bachelor of Public Administration	Ramkhamhaeng University
Vocational Certificate	Diploma in Accounting	Rajamangala Institute of Technology, Phra Nakhon Commercial Campus

**Training Background:**

Course	Course Code	Institution / Organization
Advance Audit Committee	AACP 56/2025	Thai Institute of Directors
Board Nomination & Compensation Program	BNCP 20/2024	Thai Institute of Directors
The Leadership Grid Seminar	-	Grid International Inc.
Director Certification Program	DCP/105	Thai Institute of Directors
7th Habit of Highly Effective People	-	Pac Rim
Building Better Negotiation Skill	-	American Management Association International
Techniques for Monitoring and Resolving Non-Performing Loans (NPLs)	-	Thai Bankers' Association
Executive Trainee Program 6	ET/6	Asia Bank (currently operating under the name UOB)
Value added selling	-	Siam Commercial Bank (SCB)



**Work Experience:**

Period		Position	Name of Organization / Company
2020	Present	Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member	Terabyte Plus Public Company Limited.
2018	Present	Chairman of the Audit Committee / Independent Director	Terabyte Plus Public Company Limited.
2018	2022	Chairman of the Nomination and Remuneration Committee	Terabyte Plus Public Company Limited.
2018	2019	Independent Director and Audit Committee Member	V Property Co., Ltd.
2016	2020	Advisor to the Chairman of the Board	Passavee Development Co., Ltd.
May 2009	Sep 2016	- Senior Director, Corporate Banking Division - Acting Assistant Managing Director and Head of Large Corporate Business Group (2013–2014)	Islamic Bank of Thailand
July 2002	May 2009	- Head of Investment Monitoring and Evaluation Section - Director, Venture Capital Fund Management Department	Office of Small and Medium Enterprises Promotion (OSMEP)
2000	June 2545	- Asset Manager - Marketing Manager	Bangkok Capital Alliance AMC
2541	2002	- Assistant Manager, Group Life Insurance Marketing and Institutional Business - Group Life Insurance Marketing Manager, Insurope	SCB New York Life Insurance Public Company Limited
1995	1997	Housing Loan Section Manager	FINANCE AND SECURITIES PUBLIC COMPANY LIMITED
Aug 1991	1995	- Head of Credit Unit, Saphan Khwai Branch - Assistant Branch Manager – Credit, Saphan Khwai Branch	Bank of Asia



May 1984	Aug 1991	- Marketing Officer - Assistant Marketing Division Head, Business Promotion Office	The Siam Commercial Bank Public Company Limited
----------	----------	---	--

**Meeting Attendance Record for the Year 2025:**

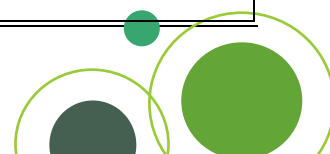
Meeting	Attendance (Times)
Board of Directors	6/6
Audit Committee	5/5
Nomination and Remuneration Committee	3/3
Shareholders' Meeting	1/1

<b><u>Position held in Non-Listed Company</u></b>	None
<b><u>Position held in a company or business that competes with or is related to the company's business</u></b>	None
<b><u>Shareholding percentage in the company (%)</u></b>	None
<b><u>Legal disputes</u></b>	None

**I do not have any disqualifying factors from being a director.**

I hereby certify that I do not have any disqualifying factors from being a director under the Public Limited Companies Act, the Securities Act, and other relevant laws, as follows:

<input checked="" type="checkbox"/>	1. I have <u>never been</u> sentenced to imprisonment by a final judgment for crimes related to fraud involving property.
<input checked="" type="checkbox"/>	2. I have <u>never been</u> dismissed or removed from government service or any government agency or organization due to misconduct or corruption.
<input checked="" type="checkbox"/>	3. I <u>am not</u> a person who is prohibited under the SEC Office's notification regarding the qualifications of <u>directors and executives of listed companies</u> , as follows:
<input checked="" type="checkbox"/>	3.1 I <u>am not</u> a person who has been declared bankrupt, a person under guardianship, an incapable person, or a person deemed to be incapable by the court.
<input checked="" type="checkbox"/>	3.2 I <u>am not</u> a person who is currently prohibited by the Stock Exchange from being a director, executive, or person with control authority of a listed company.
<input checked="" type="checkbox"/>	3.3 I <u>am not</u> currently under investigation or facing criminal charges for any offense related to unfair securities trading or fraudulent, deceptive, or dishonest management practices.
<input checked="" type="checkbox"/>	3.4 I <u>am not</u> currently within the period specified by the order of a foreign legal authority prohibiting me from serving as a director or executive of a company.
<input checked="" type="checkbox"/>	3.5 I have <u>never been</u> subject to a final judgment or been fined for an offense under Clause 3.3.
<input checked="" type="checkbox"/>	3.6 I <u>am not</u> a person who has violated the regulations, rules, announcements, orders, resolutions of the board, or agreements related to securities registration with the Stock Exchange, as well as circulars issued by the Stock Exchange, which may have a severe impact on the rights and interests or decision-making of shareholders and investors, or on the price of securities.



Name            Mr. Vasu Klomkliang  
 Age                46 years old  
 Nationality      Thai



[Nominate for reappointment]

Chairman of the Nomination and Remuneration Committee / Director  
 Executive Director / Chairman of the Investment Review Committee  
 Terabyte Plus Public Company Limited.

**Educational Background:**

Qualification	Major	Institution / University
Master of International Management	Global Finance	Thunderbird, The School of International Management, Arizona U.S.A.
Postgraduate Diploma	Property Valuation, Faculty of Commerce and Accountancy	Thammasat University
Bachelor's Degree	Bachelor of Civil Engineering, Faculty of Engineering	Thammasat University

**Training Background:**

Course	Course Code	Institution / Organization
Director Certification Program (DCP)	107/2008	Thai Institute Of Directors (IOD)
Advanced Executive Program in Industrial Business Development and Investment	Class 8	Business and Industrial Development Program (BID)
Executive Development Program (EDP)	Class 34 (WorThorTor 34)	Capital Market Academy (CMA)



**Work Experience:**

Period		Position	Name of Organization / Company
2025	Present	Chairman of the Board	Nex Point Public Company Limited
2024	Present	Chief Financial Officer / Director / Executive Director	Energy Absolute Public Company Limited
2020	Present	Director / Executive Director	Nex Point Public Company Limited
2020	Present	Chairman of the Nomination and Remuneration Committee / Director / Executive Director / Investment Committee Member	Terabyte Plus Public Company Limited
2020	2024	Executive Vice President, Strategy Development and Investment Planning Division	Energy Absolute Public Company Limited
2018	2019	Director, Investment Industrial Group	Export-Import Bank of Thailand
2015	2017	Director	Krungthai Bank Public Company Limited

**Meeting Attendance Record for the Year 2025:**

Meeting	Attendance (Times)
Board of Directors	4/6
Executive Committee	4/4
Nomination and Remuneration Committee	3/3
Investment Committee	0/0
Shareholders' Meeting	1/1

**Position held in Non-Listed Company**

None

**Position held in a company or business that competes with or is related to the company's business**

None

**Shareholding percentage in the company (%)**

None

**Legal disputes**

None



**I do not have any disqualifying factors from being a director.**

I hereby certify that I do not have any disqualifying factors from being a director under the Public Limited Companies Act, the Securities Act, and other relevant laws, as follows:

<input checked="" type="checkbox"/>	1. I have <u>never been</u> sentenced to imprisonment by a final judgment for crimes related to fraud involving property.
<input checked="" type="checkbox"/>	2. I have <u>never been</u> dismissed or removed from government service or any government agency or organization due to misconduct or corruption.
<input checked="" type="checkbox"/>	3. I <u>am not</u> a person who is prohibited under the SEC Office's notification regarding the qualifications of <u>directors and executives of listed companies</u> , as follows:
<input checked="" type="checkbox"/>	3.1 I <u>am not</u> a person who has been declared bankrupt, a person under guardianship, an incapable person, or a person deemed to be incapable by the court.
<input checked="" type="checkbox"/>	3.2 I <u>am not</u> a person who is currently prohibited by the Stock Exchange from being a director, executive, or person with control authority of a listed company.
<input checked="" type="checkbox"/>	3.3 I <u>am not</u> currently under investigation or facing criminal charges for any offense related to unfair securities trading or fraudulent, deceptive, or dishonest management practices.
<input checked="" type="checkbox"/>	3.4 I <u>am not</u> currently within the period specified by the order of a foreign legal authority prohibiting me from serving as a director or executive of a company.
<input checked="" type="checkbox"/>	3.5 I have <u>never been</u> subject to a final judgment or been fined for an offense under Clause 3.3.
<input checked="" type="checkbox"/>	3.6 I <u>am not</u> a person who has violated the regulations, rules, announcements, orders, resolutions of the board, or agreements related to securities registration with the Stock Exchange, as well as circulars issued by the Stock Exchange, which may have a severe impact on the rights and interests or decision-making of shareholders and investors, or on the price of securities.



Name            Mr. Ekapol Sakulpolphaisan  
 Age                37 years old  
 Nationality      Thai



[Nominate for reappointment]

Director / Executive Director / Member of the Nomination  
 and Remuneration Committee  
 Terabyte Plus Public Company Limited.

**Educational Background:**

Course	Course Code	Institution / Organization
Doctoral Degree	Doctor of Philosophy (Business Administration)	Kasetsart University
Master's Degree	Master of Science in Financial Analysis and Investment Management (First Class Honors)	St. Mary's College of California Moraga, CA, USA,
Bachelor's Degree	Bachelor of Economics	Chulalongkorn University

**Training Background:**

Course	Course Code	Institution / Organization
Financial Advisor (FA)	-	Investment Banking Club (IB Club) of the Thai Securities Association (TSA)
CFO Orientation Course	-	SET
Company Secretary Program	131/2022	Thai Institute of Directors (IOD)
Director Accreditation Program (DAP)	235/2025	Thai Institute of Directors (IOD)
Company Secretary Professional Development Program, 2025	2025	Thai Listed Companies Association (TLCA)

**Work Experience:**

Period		Position	Name of Organization / Company
2025	Present	Director / Executive Director / Member of the Nomination and Remuneration Committee	Terabyte Plus Public Company Limited
2025	Present	Executive Director, Chief Financial Officer (CFO)	Nex Point Public Company Limited
2023	2025	Chief Financial Officer (CFO)	Pinthong Industrial Park Public Company Limited



Period		Position	Name of Organization / Company
2021	2023	Director of Strategic Finance and Investor Relations and Company Secretary	Dexon Technology Public Company Limited
2018	2021	Assistant Senior Director (Capital Market Division)	The Siam Commercial Bank Public Company Limited
2016	2018	Investment Banking Manager	Country Group Holdings Public Company Limited
2014	2016	Investment Banking Manager	Ploenchit Capital Limited

**Meeting Attendance Record for the Year 2025:**

Meeting	Attendance (Times)
Board of Directors	2/6
Executive Committee	2/4
Nomination and Remuneration Committee	0/3
Shareholders' Meeting	0/1

Position held in Non-Listed Company

None

Position held in a company or business that competes with or is related to the company's business

None

Shareholding percentage in the company (%)

None

Legal disputes

None



**I do not have any disqualifying factors from being a director.**

I hereby certify that I do not have any disqualifying factors from being a director under the Public Limited Companies Act, the Securities Act, and other relevant laws, as follows:

<input checked="" type="checkbox"/>	1. I have <u>never been</u> sentenced to imprisonment by a final judgment for crimes related to fraud involving property.
<input checked="" type="checkbox"/>	2. I have <u>never been</u> dismissed or removed from government service or any government agency or organization due to misconduct or corruption.
<input checked="" type="checkbox"/>	3. I <u>am not</u> a person who is prohibited under the SEC Office's notification regarding the qualifications of <u>directors and executives of listed companies</u> , as follows:
<input checked="" type="checkbox"/>	3.1 I <u>am not</u> a person who has been declared bankrupt, a person under guardianship, an incapable person, or a person deemed to be incapable by the court.
<input checked="" type="checkbox"/>	3.2 I <u>am not</u> a person who is currently prohibited by the Stock Exchange from being a director, executive, or person with control authority of a listed company.
<input checked="" type="checkbox"/>	3.3 I <u>am not</u> currently under investigation or facing criminal charges for any offense related to unfair securities trading or fraudulent, deceptive, or dishonest management practices.
<input checked="" type="checkbox"/>	3.4 I <u>am not</u> currently within the period specified by the order of a foreign legal authority prohibiting me from serving as a director or executive of a company.
<input checked="" type="checkbox"/>	3.5 I have <u>never been</u> subject to a final judgment or been fined for an offense under Clause 3.3.
<input checked="" type="checkbox"/>	3.6 I <u>am not</u> a person who has violated the regulations, rules, announcements, orders, resolutions of the board, or agreements related to securities registration with the Stock Exchange, as well as circulars issued by the Stock Exchange, which may have a severe impact on the rights and interests or decision-making of shareholders and investors, or on the price of securities.

