

Corporate Governance

SCB X Public Company Limited ("the Company" or "SCBX") was registered as a public company limited on September 15, 2021 and was listed on the Stock Exchange of Thailand ("SET") on April 27, 2022. The Company is the parent company of SCBX Financial Group and conducts business as a non-operating holding company holding shares in other companies and having Siam Commercial Bank Public Company Limited ("the Bank" or "SCB") as one of the Group's core businesses. In addition to the Company's corporate governance practices, the Board of Directors ("the Board") of the Company prioritizes the governance of portfolio companies to enhance the effectiveness and standards of all companies in the Group in terms of their management systems, corporate governance, business strategies, business plans and risk management while efficiently steering the business direction of subsidiaries and associate companies and monitoring performance of the portfolio companies for the best benefit of the Company.

1. Corporate Governance Policy

1.1 Overview of Corporate Governance Policy and Guidelines

The Board has assigned the Nomination, Compensation and Corporate Governance Committee ("the NCCG Committee") to formulate the Corporate Governance Policy based on the stipulations governing corporate governance principles of financial institutions, Corporate Governance Code for Listed Companies, and internationally-recognized corporate governance standards such as Dow Jones Sustainability Indices, Corporate Governance Report of Thai Listed Companies, and ASEAN CG Scorecard; to monitor

compliance therewith; and to regularly review and update the policy at least annually to ensure that it is in line with the said principles and standards. The Company's Corporate Governance Policy and guidelines address various dimensions relating to the Board, shareholders and stakeholders, and are supportive of the vision of the Company to be "The Most Admired Regional Financial Technology Group" and its mission to make finance simple, accessible and affordable for all through the power of technology and innovations with a view to achieving sustainable growth and returns.

- **Policies and Practices Relating to the Board**
The Company's Corporate Governance Policy clearly enumerates the authority, roles, duties and responsibilities of the Board; meetings of the Board; composition of the Board; term of office of directors; nomination and election of directors; director onboarding; director development; positions of directors and senior executives in other companies/entities; composition, roles and duties of the Board committees; segregation of positions between the Board Chairman and the Chief Executive Officer; remuneration of directors and executives; performance evaluation of the Board and executives; succession planning for key positions; and functions of the Company Secretary.
- **Policies and Practices Relating to Shareholders and Stakeholders**
 - **Treatment of Stakeholders:** The Company

recognizes the rights of all stakeholders, i.e., shareholders, customers, employees, business partners, competitors, creditors, suppliers, society, communities and the environment. This awareness underpins the Company's vision and codes of conduct, emphasizing the Company's commitment to ensuring that each group of stakeholders can fully enjoy and exercise their rights based on the principle of fairness for sustainable growth among all. Stakeholders can directly contact the relevant units of the Company and raise suggestions, comments or make complaints to the Board and the management of the Company via multiple channels provided.

- **Equitable Treatment of Shareholders:** The Company treats all shareholders equally in terms of their basic rights, rights related to shareholder meetings, and dividend entitlements.
- **Disclosure and Transparency:** The Company sets forth a disclosure policy to ensure that its disclosures to shareholders and all groups of stakeholders are complete, appropriate, fair, and timely; and to control disclosures of confidential information and information that could affect the Company's share price.
- **Internal Controls:** The Company implements internal controls in relation to, for example, prevention against the use of inside information by directors and employees, connected transactions and conflicts of interest, reporting of conflicts of interest of directors and persons with management authority, and the Anti-Corruption and Bribery Policy which has been approved by the Board.

Details about the Company's Corporate Governance Policy are shown at www.scbx.com under the "Corporate Governance" section.

1.2 Code of Business Conduct

The Board has approved the Codes of Conduct of SCBX Group which encompass the Code of Business Conduct and the Code of Conduct for Directors, Executives and Employees that must be complied with by all directors, executives and employees.

Under its Code of Business Conduct, the Company prioritizes and monitors the following aspects: 1) Compliance with business ethics; 2) Strengthening trust of customers and stakeholders through service standards; 3) Providing resources to all employees in support of their performance efficiency; 4) Customer centricity and responsible treatment of customers demonstrated through, among others, the Company's business operations which are intended to offer quality and fair financial services in accordance with the Bank of Thailand's Market Conduct, sustainable customer relationship, and offering of products and services that are suitable for customers in light of their needs and capabilities; 5) Implementing measures to manage conflicts of interests in the course of business operations; 6) Prioritizing the confidentiality and management of information of the Company and its customers, employees and business partners through the adoption of rigorous information management practices; 7) Operating businesses in strict compliance with relevant laws, regulations, the Company's policies and rules, and corporate governance principles; 8) Operating businesses efficiently and sustainably; and 9) Operating businesses with social and environmental responsibility.

Further, the Company's Code of Conduct for Directors, Executives and Employees provides ethical standards governing: 1) Corporate governance, 2) Protecting the Company's interest, image, honor, reputation and virtue, 3) Conflicts of interest, 4) Information integrity, 5) Information confidentiality, 6) Insider trading, 7) Anti-money laundering and

combating the financing of terrorism and proliferation of weapons of mass destruction, 8) Anti-corruption and bribery, 9) Gambling, alcohol and drugs, 10) Giving and receiving gifts and entertainment, 11) Corporate assets, 12) Outside employment or other commercial activities, 13) Harassment, and 14) Whistleblower.

The Code of Business Conduct and the Code of Conduct for Directors, Executives and Employees are regularly reviewed by the Board. Details about the Codes of Conduct of SCBX Group are available at www.scbx.com under the "Corporate Governance" section.

In 2022, the Company had no breach relating to its ethical standards and codes of conduct.

1.3 Major Changes and Developments in Corporate Governance Policy, Practices and Systems in 2022

Since the Company's inception in 2021 and throughout 2022, the Board approved key policies and guidelines on corporate governance of the Company and SCBX Group and updated the Charter of the Board in relation to the nomination and election of directors to reflect the specialized expertise specific to the Company's businesses that the Board should have. To further strengthen corporate governance standards and practices across the group, the Board reviewed the SCBX Governance Model based on findings from a study conducted by Boston Consulting Group to refine the model's suitability and effectiveness.

The Company aims to adhere to both national and international corporate governance standards. However, certain practices of the Company as specified below diverge from the 2017 Corporate Governance Code for Listed Company (CG Code) announced by the Securities and Exchange Commission (SEC) and the corporate governance principles stipulated by the Thai Institute of Directors Association (IOD), due to reasons set out below:

- 1) The Board should have an appropriate number of members ranging from five to twelve.

As of December 31, 2022, the Board consisted of 16 members and the Company was undertaking a director nomination process to fill a vacancy resulting from the resignation of a director. The Company views that the number is appropriate, considering the nature and growing size of the Company's business and the complexity of the Board's responsibilities, especially in relation to the oversight of companies and businesses in the Company's wide-ranging portfolios. Given rapid technological change, it is necessary for the Company to have directors with diverse experience, knowledge and expertise so that the Board can effectively perform its duties.

- 2) Disclosed information on shareholding structure should clearly specify actual owners of the Company's shares.

The Company's shareholders include nominee companies serving as custodians of foreign investors. Such appointment of nominee companies as custodians is considered a normal practice and is beyond the Company's control.

3. The Company should include in its policy a requirement that directors and senior executives must notify the Board or designated persons of their intention to trade the Company's shares at least one day in advance of the transaction date.

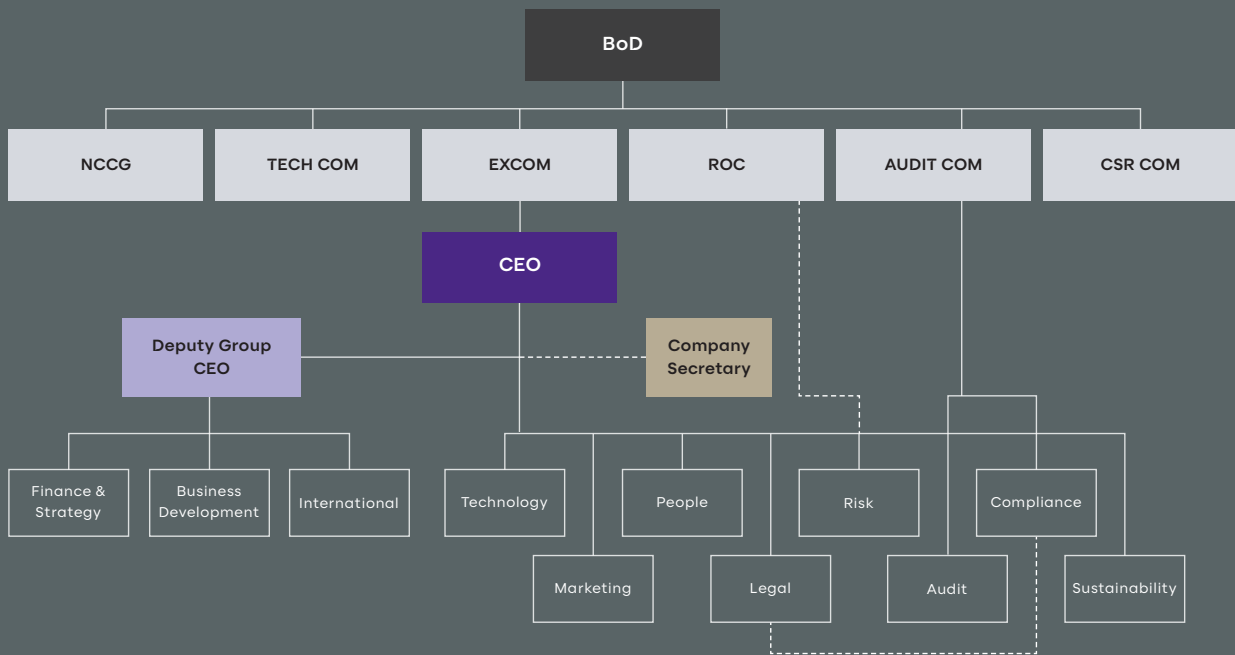
At present, there is no such requirement in the Company's policy, but the Company already has in place clear regulations to prevent insider trading. These regulations include the Code of Conduct for Directors and Employees; rules governing securities trading by directors, executives and employees; insider trading rules; guidelines on declaration of securities holding by directors, executives and employees; and non-trading period rules applicable to directors, executives and employees.

2. Corporate Governance, Important Information about the Board, the Board Committees, Executives and Employees, and Other Information

2.1 Corporate Governance Structure of the Company

The Board structure and the management structure of the Company are clearly defined and promote balance of power and auditability. The Board oversees and monitors the management's implementation of policies, plans and strategies of the Company as well

as ensures the segregation of roles, duties and responsibilities between the Board and the management. Further, the Board has appointed the Board committees to assist the Board in screening important matters. The Chief Executive Officer is the top executive of the Company.



2.2 Board of Directors

Board Composition

As of December 31, 2022, the Company had 16 directors whereby eight of them were independent directors* and four of them were women. The Board composition is characterized by diversity in terms of gender, nationality, race, age, education,

professional experience, skills, knowledge and other key attributes. Directors possess skills, knowledge and expertise in specialized fields that are relevant to the Company's business as identified in the board skills matrix. The list of the Company's directors and the board skills matrix mapping are as detailed below.

* Remark: The definition of "independent director" shall be as specified in the Bank of Thailand's Notification No. SorNorSor. 10/2561 Re: Corporate Governance of Financial Institutions and the Capital Market Supervisory Board's Notification No. TorJor. 39/2559 Re: Application and Approval for Offering of Newly Issued Shares, and/or their amendments (if any).

List of Directors (As of December 31, 2022)

Name	Position	Date of appointment	Number of years in directorship
1. Mr. Vichit Suraphongchai	- Board Chairman - Chairman of the Corporate Social Responsibility Committee	September 15, 2021	1 year 3 months
2. ACM Satitpong Sukvimol	- Director - Member of the Corporate Social Responsibility Committee	September 15, 2021	1 year 3 months
3. Pol. Col. Thumnithi Wanichthanom	- Director - Member of the Executive Committee	September 15, 2021	1 year 3 months
4. Mr. Apisak Tantivorawong	- Independent Director - Chairman of the Executive Committee	April 12, 2022	8 months
5. Mr. Prasan Chuaphanich	- Director - Chairman of the Risk Oversight Committee - Member of the Technology Committee	September 15, 2021 (disqualified as independent director on April 4, 2022)	1 year 3 months
6. Mr. Kan Trakulhoon	- Independent Director - Chairman of the Nomination, Compensation and Corporate Governance Committee - Member of the Executive Committee	September 15, 2021	1 year 3 months

Name	Position	Date of appointment	Number of years in directorship
7. Mr. Pailin Chuchottaworn	- Independent Director - Chairman of the Technology Committee - Member of the Executive Committee	September 15, 2021	1 year 3 months
8. Mr. Winid Silamongkol	- Independent Director - Chairman of the Audit Committee (possessing knowledge and experience required for reviewing the reliability of financial statements)	April 12, 2022	8 months
9. Mr. Thaweesak Koanantakool	- Independent Director - Member of the Technology Committee - Member of the Nomination, Compensation and Corporate Governance Committee	September 15, 2021	1 year 3 months
10. Mr. Weerawong Chittmittrapap	- Director - Member of the Nomination, Compensation and Corporate Governance Committee	September 15, 2021 (disqualified as independent director on May 1, 2022)	1 year 3 months
11. Miss Jareeporn Jarukornsakul	- Director - Member of the Technology Committee - Member of the Corporate Social Responsibility Committee	September 15, 2021	1 year 3 months
12. Mrs. Pantip Sripimol	- Director - Member of the Corporate Social Responsibility Committee	September 15, 2021	1 year 3 months
13. Mr. Chairat Panthuraamphorn	- Independent Director - Member of the Technology Committee - Member of the Nomination, Compensation and Corporate Governance Committee	April 12, 2022	8 months

Name	Position	Date of appointment	Number of years in directorship
14. Mrs. Kulpatra Sirodom	- Independent Director - Member of the Audit Committee (possessing knowledge and experience required for reviewing the reliability of financial statements) - Member of the Risk Oversight Committee	June 1, 2022 (replacing Mr. Chaovalit Ekabut)	6 months
15. Mrs. Nuntawan Sakuntanaga	- Independent Director - Member of the Audit Committee (possessing knowledge and experience required for reviewing the reliability of financial statements)	June 1, 2022 (replacing Mr. Pasu Decharin)	6 months
16. Mr. Arthid Nanthawithaya	- Director - Member of the Executive Committee - Member of the Risk Oversight Committee - Member of the Technology Committee - Chief Executive Officer	September 15, 2021	1 year 3 months
Directors retiring by rotation or resigning in 2022			
1. Mr. Krirk Vanikkul	- Independent Director - Chairman of the Risk Oversight Committee	September 15, 2021 (resigned on June 1, 2022)	8 months
2. Mr. Chakkrit Parapuntakul	- Director - Member of the Executive Committee - Member of the Nomination, Compensation and Corporate Governance Committee	September 15, 2021 (resigned on June 1, 2022)	8 months
3. Mr. Pasu Decharin	- Independent Director - Member of the Audit Committee - Member of the Risk Oversight Committee	September 15, 2021 (resigned on June 1, 2022)	8 months

Name	Position	Date of appointment	Number of years in directorship
4. Miss Lackana Leelayouthayotin	- Independent Director - Member of the Executive Committee	September 15, 2021 (resigned on June 1, 2022)	8 months
5. Mr. Chaovalit Ekabut	- Independent Director - Member of the Audit Committee	September 15, 2021 (resigned on June 1, 2022)	8 months
6. Miss Chunchachit Sungmai*	- Director - Member of the Nomination, Compensation and Corporate Governance Committee - Member of the Risk Oversight Committee	September 15, 2021 (resigned on October 1, 2022)	1 year

***Remark:** At the Board Meeting No. 15/2022 on November 25, 2022, the Board approved the appointment of Miss Kulaya Tantitemit as a director in replacement for Miss Chunchachit Sungmai, effective from January 18, 2023. Subsequently, at the Board Meeting No. 2/2023 on January 20, 2023, the Board approved the appointment of Miss Kulaya Tantitemit as a member of the Risk Oversight Committee, effective from January 20, 2023.

Board Skills Matrix (As of December 31, 2022)

The Board has at least one director specialized in each aspect of the Board skills matrix as summarized below.

Specialized knowledge and expertise	Knowledge, expertise, or experience in macro-level management				Knowledge, expertise, or experience specific to the Company's business					Knowledge, expertise, or experience in other fields			
	Organizational management/human resources management	Strategic planning	Risk Management	Technology	Investment and new business development	Offshore investment and business management	Accounting and finance	Economics	Laws and regulations	Corporate Governance	Sustainability (ESG)	Experience in large organization management	
Total	13	14	5	7	9	8	9	8	8	16	13	11	

Segregation of Positions between Chairman of the Board and Chief Executive Officer

Chairman of the Board – Pursuant to the Company's Corporate Governance Policy, the Chairman of the Board must be an independent director or a non-executive director. The Chairman of the Board is not involved in the Company's routine management. This conforms to the principle of segregation of policy-making and oversight duties from those in operations management. The key roles and responsibilities of the Chairman of the Board are: to oversee the Board's adherence to the corporate governance principles and established policies; to ensure that Board meetings are conducted effectively and matters that are essential to the Company's operations and/or performance are placed on the meeting agenda; to allocate sufficient time for the management to present clear and timely information; to allow attending Board members to fully voice their opinions and ask questions; and to ensure that Board resolutions are clear and the meeting minutes are complete and correct. The Chairman of the Board also presides over the shareholder meetings. Another key responsibility of the Chairman is to ensure that the governance of the Company and SCBX Group is effective and in compliance with established policies.

Chief Executive Officer –The Chief Executive Officer is the Company's top-ranking executive who is chiefly responsible for directing and driving the businesses and operations of the Company and SCBX Group toward the policies, strategies and goals as set forth by the Board; recommending alternatives and strategies that are fit for the evolving business environment to achieve sustainable growth; considering and approving matters according to the Company's regulations and as assigned by the Board and/or the Board committees. The Chief Executive Officer also assumes the key responsibility in building corporate culture.

- **Duties and Roles of the Board**

The Board is committed to pursuing the highest standards of ethics. The Board has the authority, duties and responsibilities to manage the Company in accordance with the objectives specified by law, the Company's Articles of Association, and the resolutions of the Board and shareholder meetings. It is also responsible for ensuring that the Company has in place effective control, supervision and audit mechanisms and for ongoing monitoring of the Company's business operations within the frameworks of ethics, transparency and responsibility towards all stakeholders in accordance with the corporate governance principles. The Board is in charge of setting vision, mission, policies and business targets which must be reviewed annually and exercising oversight to direct the management's efforts in alignment with the established policies, strategies and financial targets. Details of the Charter of the Board are available at www.scbx.com under the "Corporate Governance" section.

2.3 Board Committees

The Board has appointed six Board committees to assist the Board in deliberating on and overseeing specific matters. The meetings of each Board committee are scheduled in advance for the entire year and are arranged in accordance with the charter of each Board committee and the Corporate Governance Policy. Details of the charter of each Board committee and the Corporate Governance Policy are available at www.scbx.com under the "Corporate Governance" section. Key roles and responsibilities of each Board committee are as summarized below.

Board Committee	Key Roles and Responsibilities
1. Executive Committee	Deliberate on policies and business strategies; approve investments and business undertakings under its scope of authority; oversees operating results; and deliberate on all matters that are not within the scope of authority of other Board committees.
2. Audit Committee	Review financial reports, risk management processes, internal control, internal audit, and regulatory compliance.
3. Nomination, Compensation and Corporate Governance Committee	Screen and nominate directors and senior executives of the Company and companies in the Group as specified; endorse remuneration of directors and senior executives of the Company and companies in the Group as specified; consider and align human resources policies with business strategies; and endorse succession plans and the Corporate Governance Policy.
4. Risk Oversight Committee	Provide recommendations to the Board regarding the risk oversight framework and business continuity of the Group; exercise oversight to ensure that companies in the Group have in place adequate and appropriate risk management policies and strategies; endorse risk management policies and risk; monitor and supervise capital and liquidity management for various risk types; review the adequacy and effectiveness of risk management policies and strategies; provide recommendations on Group-wide risk culture cultivation.
5. Technology Committee	Oversee technology strategies of the Company and the Group; regularly review and provide recommendations on emerging technologies; determine technologies and technology models that should be shared among companies in the Group through the Centers of Excellence; identify digital/technology assets that should be built by the Group; oversee the technology operating model of the Group which enunciates roles and duties of companies in the Group, minimum standards and technology policies.
6. Corporate Social Responsibility Committee	Define corporate social responsibility policies and frameworks of the Company and the Group.

2.4 Executives of the Company

Executives of the Company at chief officer level and higher who are considered executives according to the SEC's definition (as of December 31, 2022)

Name	Position
1. Mr. Arthid Nanthawithaya	Chief Executive Officer
2. Mr. Arak Sutivong	Deputy Chief Executive Officer
3. Mr. Anucha Laokwansatit	Chief Risk Officer
4. Mr. Manop Sangiambut	Chief Finance and Strategy Officer
5. Mr. Nipat Wattanatittan	Chief Business Development Officer
6. Mrs. Patraporn Sirodom	Chief People Officer
7. Mrs. Wallaya Kaewrungruang	Chief Legal and Compliance Officer
8. Mr. Sutirapan Sakkawatra	Chief Marketing Officer
9. Mr. Dennis Thorsten Trawnitschek	Chief Technology Officer
10. Mr. Sathian Leowarin	Chief Sustainability Officer

- Executive Remuneration

The Nomination, Compensation and Corporate Governance Committee is responsible for proposing remuneration for executives, including the Chief Executive Officer, the Chief Officers and higher, and the highest executives of the risk, compliance and audit units, to the Board for approval. The remuneration is deemed, after due consideration by the NCCG Committee, appropriate and in line with the Company's policies as well as reflects short-term and long-term corporate performance and individual performance that is evaluated and benchmarked against KPIs, which include financial indicators, customer-related indicators as well as indicators relating to work process improvement and people development to build a solid foundation for sustainable success of the Company. The remuneration

is determined based on transparent criteria, scope of responsibilities, and the Company's competitiveness as compared to other banks and leading companies in Thailand.

In 2022, the number of the Company's executives based on the SEC's definition (which means the manager or the next four executives succeeding the manager, the persons holding equivalent position to the fourth executive, inclusive of the persons holding the position of manager or equivalent and higher in the accounting or finance departments) and the executives of core business subsidiaries totaled 38 (inclusive of two executives who resigned during the year). Collectively, they received remuneration in the form of monthly salaries, bonuses, allowance and severance pay of Baht 593.85 million.

The Company's executives are entitled to welfare and other benefits similar to those offered to other employees and in accordance with the Company's regulations, such as medical benefits, annual medical check-up, life and accident insurance, welfare loans and provident fund contribution. In 2022, the Company's provident fund contribution for the 38 executives (inclusive of two executives who resigned during the year) as defined by the Bank of Thailand was Baht 18.71 million in total.

2.5 Employees and Employee Remuneration

At the end of 2022, the total number of the Company's employees was 112 and the employee and benefit expenses totaled Baht 156.22 million. These expenses included, among others, salaries, overtime pay, cost-of-living allowances, car allowances, bonuses and contributions to the social security fund and provident fund. The number of the employees of the Company and its subsidiaries totaled 29,354.

The number of the Company's employees classified by core function and level is as follows:

Core Functions	Chief Officers and Higher	Employees	Total
Finance & Strategy	1	33	34
Business Development	1	18	19
Support	8	51	59
Total	10	102	112

Remark: As the Company was incorporated and registered on September 15, 2021, there is no three-year historical record of employees.

In addition, employees of the Company and companies in the Group were encouraged to join the provident fund program. The number and proportion of employees of the Company and its core business subsidiaries who are provident fund members are as follows:

Company	Number of employees who are provident fund members	Percentage of employees who are provident fund members (%)
SCB X Public Company Limited	95	92%
Siam Commercial Bank Public Company Limited	19,740	95%
Auto X Company Limited	1,055	42%
Card X Company Limited	312	95%

2.6 Board Support Units

The Company recognizes the importance of and provides support to the following functions and their personnel who are responsible for supporting the Company's proper compliance with laws and regulations and the Board's adherence to statutory and good corporate governance practices:

(1) Audit Function

The Audit Function is an independent and business-neutral unit that has been established to improve and enhance internal control, including policies, practices and procedures with an aim of ensuring compliance of the Company and companies in SCBX Group with applicable regulations. Also, the Audit Function conducts regular audits, identifies matters requiring attention, provides advice, and makes improvement-related recommendations on internal control, risk management systems and corporate governance practices. The Audit Function is led by Miss Nipaporn Kullertprasert*, Acting Head of Audit, who is in charge of ensuring that the responsibilities of the Audit Function are effectively carried out in accordance with the aforesaid purposes and reports directly to the Audit Committee in an independent manner. The Audit Committee has the authority to consider and endorse the appointment, removal, transfer or dismissal of the Head of Audit, as well as to evaluate the merit of performance of the Head of Audit.

* Remark: At the Board Meeting No. 14/2022 on October 21, 2022, the Board approved the appointment of Mr. Nawapong Nakjang as Head of Audit as nominated by the Chief Executive Officer and the Nomination, Compensation and Corporate Governance Committee, effective from January 3, 2023.

(2) Compliance Function

The Compliance Function serves as the Company's regulatory center, providing consultation and advice pertaining to regulatory requirements and the Company's policies, rules, regulations, operating

procedures and internal controls as well as coordinating with the regulators on behalf of the Company. The Compliance Function is also in charge of formulating internal policies, rules and regulations and monitoring regulatory compliance to appropriately mitigate and manage compliance risk. Mr. Saengchart Wanichwatphibun, who has assumed the position of Senior Compliance Expert since July 16, 2022, is in charge of compliance supervision. The Senior Compliance Expert functionally reports to the Chief Legal and Compliance Officer and independently reports to the Chief Executive Officer and the Audit Committee in relation to key regulatory compliance matters.

(3) Company Secretary

The Board has appointed a Company Secretary to perform duties as stipulated by law and as assigned by the Board. Mrs. Siribunchong Uthayophas, Head of Corporate Office, has served as Company Secretary since September 22, 2021. Key roles of the Company Secretary are to support the Board in all relevant aspects, including matters related to corporate governance in the Company and the Group. Functions of the Company Secretary are shown on www.scbx.com under the "Functions of Company Secretary" section.

Profiles of the persons mentioned above are provided in this Annual Report under the "Information of the Directors and Executives of the Company" section.

3. Report on Corporate Governance Code Compliance

(A) Corporate Governance Code Compliance

SCB X Public Company Limited was registered as a public limited company on September 15, 2021 and was listed in the Stock Exchange of Thailand (SET) on April 27, 2022. Highlights of the Company's compliance with the Corporate Governance Code for Public Limited Companies and Listed Companies in 2022 were as follows:

1. [Rights of Shareholders](#)

The Company has complied with its Corporate Governance Policy to ensure that shareholders may appropriately enjoy and equitably exercise their rights, such as receiving dividends, and receiving adequate, timely and complete information about the Company through easily accessible channels such as the websites of SCBX, the Stock Exchange of Thailand and Thailand Securities Depository Company Limited. In addition, shareholders are entitled to take part in material business decisions at shareholder meetings, e.g., appointment or removal of directors, appointment of auditors, determination of audit fees, amendment to the Memorandum and Articles of Association, and approval of special transactions (e.g., capital increase or reduction, acquisition or disposal of significant assets, or connected transactions). The shareholders may cast their votes on the aforesaid matters according to details provided in the notices of the meetings of shareholders. The Company encourages all shareholders to exercise their rights to the fullest extent permissible by law and shall not violate or derogate the rights of shareholders by any means. The principles adopted by the Company in respect of the rights of shareholders are shown in detail on the Bank's website (www.scbx.com) under the sequence of menu headings "About SCBX," "Corporate Governance," "Corporate Governance Policy," and then "Rights and Treatment of Stakeholders."

1.1 Shareholders Meeting

In 2022, the Company held the Annual General Meeting of Shareholders on April 12, 2022 with the Company's founders (prior to SCBX Group's restructuring and registration with the Stock Exchange of Thailand) with the commitment to ensuring shareholders' ability to exercise their rights related to

shareholder meetings in accordance with laws and good corporate governance practices during such period as follows:

- 1) The Company sent the Notice of the shareholder meetings and accompanying documents via post on April 4, 2022 (seven days prior to the meeting date) to ensure that shareholders had sufficient time to consider agenda items of the AGM. The documents that were mailed included the Notice of the meeting and accompanying documents and the 2021 Annual Report. The Notice of the meeting contained information on the date, time and venue of the meeting; details of each agenda item and annual report including factual background, purposes, rationale, and opinions or recommendations of the Board; accompanying documents; and details of meeting procedures, voting and proxy appointments. The Company also advertised the AGM notice in Thai daily newspapers for three consecutive days. To be listed in the SET, the Company subsequently appointed Thailand Securities Depository Co., Ltd (TSD) as the Company Registrar.
- 2) The Company delivered the Proxy Form B to shareholders for the appointment of proxies to attend the meeting on their behalf in the event that they were unable to attend the shareholder meeting in person.
- 3) To facilitate attendance by all shareholders and proxy holders in an equitable manner, each of the shareholder meetings was held during business hours and on a working day. The AGM was held at the head office of Siam Commercial

Bank Public Company Limited to facilitate convenient transportation for shareholders. On the meeting day, the registration was open two hours prior to the meeting time. Meeting registration remained open to shareholders during the meeting, allowing shareholders to register and attend the meeting at any time and vote on any remaining agenda item.

- 4) The Chairman of the Board presided as the chairman of the shareholder meetings. All 17 directors of the Company attended the 2022 AGM. The Chairman of the meeting allowed shareholders to ask questions, express opinions and make recommendations, and the Company Secretary recorded the meeting minutes and the votes cast under each agenda item. Additionally, the meetings proceeded in accordance with the announced agenda, and the Company did not reorder, add or revise any agenda items, and did not modify previously issued information at the shareholder meetings nor propose any other agenda that had not been specified in the notice of each shareholder meeting.
- 5) Following the adjournment of each meeting, the Company prepared the meeting minutes of the AGM in Thai language within 14 days from the meeting and made them available on the Company's website on April 27, 2022. The minutes were also submitted to the Ministry of Commerce within the timeframe specified by law. The minutes contained the list of directors who attended the meetings, the voting procedures, and the resolutions reached, together with the number of approval, disapproval, and abstentions on each agenda item that required voting.

1.2 Dividend Payment

The Company has a policy to pay dividends at the rate of, at a minimum, 30 percent of its consolidated annual net profit with consideration to long-term return for all shareholders. Dividends will be considered when the Company records a net profit after deduction of all statutory and other reserves, provided that there is no accumulated loss and the Company is able to maintain adequate capital funds to comply with the regulatory requirements and to adequately preserve capital for its future business needs. The interim dividends and annual dividends will be paid within 30 days after approval by the Board or the shareholder meeting (as applicable). In proposing a dividend payment for approval, the Company discloses its Dividend Policy, dividend rate and amount, including rationale and other relevant information, to support the shareholders' decision making.

At the 2022 AGM, the meeting resolved to approve an omission of the dividend payment from the Company's 2021 operating results and approve an omission of allocation of net profit to the statutory reserve as the Company was in the early stage of the business and had not yet had operating income, resulting in an operating loss in 2021. However, after the restructuring of SCBX Group was finished in April 2022, the Company became the shareholder of the Bank holding 99.06% of the Bank's shares and started to realize income from dividends from the Bank. Subsequently, the Company's Board of Directors resolved to pay an interim dividend for 2022 to the Company's shareholders at the rate of Baht 1.50 per share, equivalent to a total of Baht 5,051 million. The dividend was paid on November 3, 2022.

1.3 Election of Director on an Individual Basis

Pursuant to the Company's Articles of Association, one-third of the directors shall retire by rotation at every AGM. At the 2022 AGM, six directors retired by rotation and the Company nominated to appoint three

additional directors. As part of the director election process, highlighted profiles of nominated directors are disclosed in the notice of the shareholder meeting to support the shareholders' consideration. The Company arranged for shareholders to elect directors to replace the outgoing directors by independently directing their votes toward each individual nominee as opposed to a slate director election, and the voting results for each director nominated for the election were clearly specified in the meeting minutes.

1.4 Communication Among the Bank's Shareholders

The Company does not interfere with communication among its shareholders in any way. Shareholders have complete liberty to share information among each other and may request a copy of the list of the Company's shareholders from the Department of Business Development, the Ministry of Commerce.

2. Equitable Treatment of Shareholders

As stipulated in the Company's Corporate Governance Policy, all shareholders, i.e., major, minor, institutional and foreign shareholders, are entitled to the same shareholder rights and are treated on an equitable and fair basis in accordance with the scope permissible by law. The principles of equitable treatment of shareholders adopted by the Company are provided on www.scbx.com under the sequence of menu headings "Corporate Governance," "Corporate Governance Policy," and then "Rights and Treatment of Stakeholders."

2.1 Invitation to Shareholders to Propose Agenda Items, Candidates for Directorship, and Questions Prior to the Shareholder Meeting

After being listed on the SET, the Company prepared for the AGM in 2023 with the commitment to ensure equitable treatment of all shareholders. During the period from September 1 to

November 30, 2022, which is three months before the end of the Company's accounting period, all shareholders of the Company were invited to propose questions, matters to be included in the AGM agenda, and to nominate qualified candidates for the director election by an AGM according to the explicit criteria published on the Company's website. Shareholders could submit their proposals on the agenda and candidates for directorship as well as their questions to the Company Secretary in advance of the meeting via post to the Company Secretary or via e-mail to company.secretary@scbx.com. The Nomination, Compensation and Corporate Governance Committee will contemplate the shareholders' proposals prior to submitting them to the Board for further consideration. The decisions on these proposals will be notified to the shareholders concerned for acknowledgment. Any proposals that are accepted will be included in the AGM agenda.

2.2 Proxy Appointments for Shareholder Meeting

For the 2022 AGM, the Company made available only the Form-B proxy forms as there were 15 individual shareholders.

To prepare for the 2023 AGM, the Company has made available three types of proxy forms (Form A, Form B and Form C) as determined by the Department of Business Development of the Ministry of Commerce. Conditions and documents required for the appointment of proxies are clearly described and do not cause any difficulties in the proxy appointment. As noted, only the Proxy Form B indicating specific details of a proxy

appointment was delivered to each shareholder together with the AGM notice. Meanwhile, shareholders could download Proxy Form A or Proxy Form C from the Company’s website. Shareholders would have an option to appoint as their proxies one of two independent directors of the Company who do not have any conflict of interest in the relevant agenda items of the meetings. All important information about these independent directors was provided for shareholders.

2.3 Ballots for Shareholder Meeting

At the 2022 AGM, all 15 shareholders attended the meeting and the Company applied ballots for voting indicating approval and hand-raising indicating disapproval or abstention. The Company Secretary informed the meeting of the voting and vote tabulation procedures before proceeding with each meeting agenda.


3. Roles of Stakeholders

3.1 Treatment of Stakeholders


The Company recognizes the rights of all internal and external stakeholders,

such as employees, customers, investors, regulators, society, business partners, suppliers, competitors and creditors. This awareness underpins the Company’s vision and codes of conduct, emphasizing the Company’s commitment to ensuring that each group of stakeholders can fully enjoy and exercise their rights based on the principle of fairness and equality for sustainable growth among all. In 2022, there was no complaint or litigation against the Company with regard to the infringement of stakeholders’ rights or human rights. Details about the principles governing Company’s treatment of stakeholders are available at www.scbx.com under the sequence of menu headings “Corporate Governance,” and then “Code of Conduct.”

As SCBX is a non-operating holding company, its treatment of stakeholders is reflected in the practices of the Company itself and companies in the Group, particularly SCB Bank. Overview of the treatment of stakeholders is as summarized below.

Stakeholders	Engagement channels	Key expectations/concerns
 Customers	<ul style="list-style-type: none"> ▪ Business meetings ▪ Customer relations activities ▪ Customer satisfaction survey ▪ Customer complaint and feedback channels: customer service centers, branches and SCB Easy App ▪ Websites and social media 	<ul style="list-style-type: none"> ▪ Climate change and carbon emission reduction ▪ Sustainable finance or financing of entities or projects that are environmentally friendly and sustainable ▪ Access to financial products and services ▪ Sustainable supply chain ▪ Financial risk management ▪ Cyber security

Stakeholders	Engagement channels	Key expectations/concerns
 Employees	<ul style="list-style-type: none"> ▪ Employee engagement survey ▪ Meetings and seminars ▪ Internal communication channels ▪ Whistleblowing programs ▪ Annual performance evaluation 	<ul style="list-style-type: none"> ▪ Skill and competency development ▪ Internal job transfers and career growth ▪ Performance evaluation and compensation ▪ Work-life balance
 Investors	<ul style="list-style-type: none"> ▪ Meetings of shareholders ▪ Meetings with analysts and investors ▪ Disclosure and reporting through the websites of the Company and SET, press releases and public media 	<ul style="list-style-type: none"> ▪ Corporate governance ▪ Diversity of the Board and workforce ▪ Human capital management ▪ Right to information ▪ Supply chain management ▪ Climate change and biodiversity
 Regulators	<ul style="list-style-type: none"> ▪ Hearings about regulatory guidelines and compliance practices ▪ Regular examination by regulators ▪ Statement of opinions at forums 	<ul style="list-style-type: none"> ▪ Financing of activities and projects that are environmentally friendly ▪ Access to financial services, especially by SMEs ▪ Household debts ▪ Cyber security ▪ Risk management ▪ People capability development
 Society	<ul style="list-style-type: none"> ▪ Meetings and discussion forums ▪ Corporate social activities and projects of the Company ▪ Website and social media 	<ul style="list-style-type: none"> ▪ Dissemination of knowledge about climate change and mitigation ▪ Carbon removal/offsets ▪ Deforestation and biodiversity ▪ Stakeholder engagement ▪ Labor treatment ▪ Youth and society development
 Business partners and suppliers	<ul style="list-style-type: none"> ▪ Business meetings ▪ Communication with key contact persons ▪ Participation in activities and projects arranged by associations and organizations 	<ul style="list-style-type: none"> ▪ Digital sustainability ▪ Sustainable supply chain ▪ Environmental, social and governance (ESG) performance optimization ▪ Climate change risk preparedness and resilience
 Competitors	<ul style="list-style-type: none"> ▪ Meetings and consultation ▪ Thai Bankers' Association 	<ul style="list-style-type: none"> ▪ Fair competition ▪ Industry-level development

Stakeholders	Engagement channels	Key expectations/concerns
 Creditors	<ul style="list-style-type: none"> ▪ Creditor meetings and visits ▪ Communication via post and electronic media ▪ The Company's website ▪ Annual reports 	<ul style="list-style-type: none"> ▪ Corporate governance ▪ Satisfactory financial results ▪ Adaptability and resilience amid changes ▪ Punctual payments and repayments

3.2 Anti-Corruption

Anti-corruption practices:

- 1) The Company enforces the Anti-Corruption and Bribery Policy of SCBX which serves as anti-corruption guidelines and communicates the policy to directors, executives and employees at all levels to ensure that they recognize and understand their obligations and responsibilities in this respect and apply the policy in the workplace to the best of their abilities.
- 2) All employees are required to enroll in relevant training courses, such as e-learning courses on anti-money laundering/combating the financing of terrorism (AML/CFT), and anti-corruption and bribery. They must pass relevant tests to complete these mandatory courses and must periodically enroll in refresher courses within a specified time frame.
- 3) The Company strictly upholds the No-Gift Policy to promote a culture of transparency and integrity and to prevent corruption.
- 4) The Company and companies in the Group disseminate the Anti-Corruption and Bribery Policy to external parties and stakeholders through the Company's website and encourage suppliers, as key stakeholders of the Company, to

adopt the same principles and concepts to extend anti-corruption and bribery initiatives to a wider context. In addition, the "Supplier Code of Conduct" has been established by the Company as a guiding framework for suppliers.

- 5) The Company sets up channels, such as the Whistleblower Program, to receive complaints about wrongdoing or suspected fraud or corruption. To actively monitor and evaluate compliance with the Anti-Corruption Policy, the Company regularly assesses its corruption and bribery exposure, with the Audit Committee being responsible for overseeing the Company's internal controls to ensure that they are adequate and effective in protecting the Company from the risk of corruption and bribery as well as reporting the results to the Board.

In 2022, the Company had no breach relating to corruption.

3.3 Contact Channels for Stakeholders

Each group of stakeholders are provided with channels to directly contact the relevant units of the Company. Employees are provided with multiple channels to submit their complaints and reports of misconduct to the Company. Employees can voice their opinions and report on any unfair treatment, fraudulent activity

or suspicion of misconduct, directly to their supervisors. Additional channels are available to employees, customers and individuals in accordance with the Whistleblowing Policy which provides a channel for reporting complaints, fraud or non-compliance with the Company's regulations, rules and codes of conduct as well as acts that may cause damage to customers and companies in SCBX Group, including any unfair treatment that employees, customers or individuals might have suffered. This underlines the Company's adherence to the principles of transparency and corporate governance. There are multiple reporting channels available, e.g., via e-mail (whistleblower@scb.co.th) or via post to P.O. Box 177, Chatuchak Delivery Post Office 10900, or via telephone (at 0-2544-2000). A brief report on actions taken in this regard is presented to the Audit Committee every quarter.

It is the Company's policy to maintain strict confidentiality to protect whistleblowers and informants from retaliation or adverse consequences. An independent working team will be set up to investigate any reported issue or suspicious behavior. If there are proven grounds for a complaint, the matter will be escalated in accordance with the following procedure:

1) Employees, customers or individuals submit opinions, reports, grievances or complaints relating to fraud via channels provided by the Company. They can choose to remain anonymous if concerned about any potential consequences on them, but must provide adequate information and evidence to support their case. Each case will be treated as confidential.

2) The working team conducts a preliminary investigation. The progress will be reported to the informants if they have chosen to be identified.

3) The working team forwards proven cases of misconduct to relevant units in order to appoint an investigation committee according to the Company's regulations or procedures for further action.

Further, all stakeholders can raise complaints, or make suggestions or comments to the Board and the management of the Company by contacting:

Company Secretary

SCB X Public Company Limited
 9 Ratchadapisek Road, Chatuchak,
 Bangkok 10900
 Telephone: 0-2544-4210,
 Fax: 0-2937-7931
 E-mail: company.secretary@scbx.com



In 2022, the Company had no whistleblowing case or complaint.

4. Disclosure and Transparency

4.1 Disclosure Policy and Practices

The Company's disclosure policy and practices are stated in the Corporate Governance Policy. Disclosure of the Company's information shall be in accordance with the following key principles:

- 1) Information to be disclosed must be accurate, adequate and clear as well as disclosed on a timely basis.
- 2) Disclosure must properly and completely comply with all applicable rules and regulations.

3) Stakeholders, including shareholders, investors, analysts and interested persons, must have equal right of access to information disclosed by the Company.

4) Information that may affect the Company's share price, influence investors' decisions, or affect the rights of shareholders must be immediately disclosed to the public through the Stock Exchange of Thailand.

4.2 Investor Relations

The Investor Relations Function is responsible for providing accurate, adequate and clear disclosure of the Company's information to investors on

a timely basis and in accordance with the Company's disclosure principles and applicable laws. In addition to its planned activities, such as meetings with investors and analysts, investor conferences and roadshows, the Investor Relations Function serves as the primary point of contact for all shareholders, analysts and fund managers. The Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Finance and Strategy Officer, and senior executives of the Company regularly participate in investor relations activities.

Disclosure activities undertaken by the Investor Relations Function in 2022 are summarized below:

Activity	Frequency (times)
One-on-one meetings with investors and analysts, virtual meetings and roadshows	65
Quarterly meetings with analysts	4
Strategy day conferences	8
Investor conferences	20

Contact information of the Investor Relations Function is as follows:

Investor Relations

SCB X Public Company Limited
9 Ratchadapisek Road, Chatuchak,
Bangkok 10900
E-mail: ir@scbx.com
Website: www.scbx.com/en/investor-relations.html



4.3 Auditors

Auditors' qualifications are vetted by the Audit Committee in terms of their independence, suitability, accountability and absence of any conflict of interest with respect to the Group and its management, major shareholders or related parties. In addition, the Company's auditors must be approved by the Bank of Thailand and the Securities and Exchange Commission. The Audit Committee reviews annual audit fees based on the scope of the audit and proposes qualified auditors and appropriate audit fees to the Board

for consideration prior to proposing to the Annual General Meeting of Shareholders for approval.

In 2022, the total audit fees of the Group were Baht 46.8 million. In addition, fees for services other than statutory audits paid by the Group were: 1) audits and examination as required by regulators, i.e., special audits and examination of banking returns, 2) transfer pricing audit, 3) penetration test, 4) credit review, 5) tax services; and 6) review and consultation services relating to financial group restructuring.

Non-audit fees were Baht 32.4 million, of which Baht 14.3 million was paid in the fiscal year of 2022, while the outstanding Baht 18.1 million will be paid in 2023.

5. Responsibilities of the Board

- **Nomination of Directors and Senior Executives**

The Nomination, Compensation and Corporate Governance Committee is responsible for nominating qualified candidates whose qualifications match the Company's strategic requirements to serve as directors and members of the Board committees. Nominations are based on each candidate's knowledge, abilities, expertise and past experience in relation to each vacancy's requirements, a board skills matrix that is employed as a screening tool, and, in the case of independent directors, the independence of the candidates. The Company proceeds with its due diligence process to ensure that qualifications of nominated individuals are not contrary to relevant laws and conform to the Company's policies governing directors' holding of position in other companies. The Nomination, Compensation and Corporate Governance Committee selects

candidates for directorship from the director pool of the Thai Institute of Directors Association, the nominations proposed by each director, the directors accepting re-appointment offers, and the nominations proposed by shareholders of the Company. After thoroughly vetting each candidate's qualifications to ensure compliance with laws and regulations (where applicable), the Nomination, Compensation and Corporate Governance Committee will propose the nominations to the Board. Following the Board's endorsement of the nominations, the Company will consult with and seek endorsement from the Bank of Thailand prior to proposing the nominations to the shareholders, if applicable, for approval of the appointment.

To ensure that the director nomination and selection are in line with the Company's strategic and business directions, the Nomination, Compensation and Corporate Governance Committee has defined the qualification screening criteria, which set out three aspects of attributes and expertise that constitute desired qualifications of directors: 1) knowledge, expertise or experience in macro-level management, 2) knowledge, expertise or experience specific to the business, and 3) knowledge, expertise or experience in other fields deemed useful to the Board. For the effectiveness of the director screening and nomination, the Nomination, Compensation and Corporate Governance Committee regularly reviews and updates the board skills matrix.

In addition to the nomination of the Company's directors, the Nomination, Compensation and Corporate Governance Committee is responsible for reviewing and screening qualifications of candidates for the position of senior executives of the

Company prior to proposing the nominations to the Board for approval and subsequently to the Bank of Thailand for endorsement of the senior executive appointment. The Nomination, Compensation and Corporate Governance Committee also oversees the formulation of policies, criteria and procedures for the nomination and remuneration of directors and persons with management authority of companies in SCBX Financial Group.

The director and executive nomination, selection and appointment process and the oversight of the formulation of policies, criteria and procedures for the nomination of directors and persons with management authority of companies in SCBX Financial Group as mentioned above, are conducted by the Board, the Nomination, Compensation and Corporate Governance Committee, and the executives of relevant companies without any discrimination on race, religion, gender, marital status or physical disability.

- **Directors' Term of Office**

One-third of the total number of directors must retire by rotation at every annual general meeting of shareholders, whereby directors who have held office for the longest time shall retire. In the case that the total number of directors is not divisible by three, the number of directors to retire shall be the number closest to one-third of all directors. Directors retiring by rotation may be re-elected to continue their office. In addition, to promote transparency and compliance with good corporate governance principles and the Bank of Thailand's stipulations governing corporate governance of financial institutions, the Company has limited the office term of independent directors to nine consecutive years,

inclusive of their tenure as independent directors of companies in the Group.

Regarding the tenure of directors on the six Board committees, namely the Executive Committee, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee, the Risk Oversight Committee, the Technology Committee, and the Corporate Social Responsibility Committee, their tenure shall be concurrent with their directorships.

- **Directorships in Other Companies**

The Company has established a clear policy on holding of positions by the Company's directors and senior executives in other companies. The Company's directors are not allowed to hold directorship in more than five listed companies in Thailand and other countries (namely SCBX and four other listed companies). Furthermore, holding of positions by directors, managers, persons with management authority, and advisors of the Company as a chairman and/or an executive director and/or an authorized director of other companies shall be limited to three business groups only.

In addition to the policies stated above, the Company has an internal guideline pertaining to holding of positions in other companies, which requires the Company's directors to notify the Nomination, Compensation and Corporate Governance Committee of their positions in other companies or organizations so that the Nomination, Compensation and Corporate Governance Committee may review whether such appointment is appropriate and in compliance with relevant regulations. The Company Secretary will report changes in such positions held by each director to the

Board. Information on positions held by the Company's directors in other companies, which is disclosed to shareholders in this Annual Report, indicates that holding of positions by directors and executives of the Company is in accordance with the aforesaid stipulations.

Director Orientation

The Company arranges orientation meetings for new directors. During such sessions, the Board Chairman shares with the new directors the Board's operating practices and directions while an overview of the Company's businesses is presented by the Chief Executive Officer and senior executives. Also, the new directors are provided with the Director's Manual which contain information that is important and vital for their performance as directors such as information about the Company in brief, corporate governance, strategy and business directions, summary of relevant laws and corporate governance, the Company's Articles of Association, Codes of Conduct of SBCX Group, and charters of the Board and Board committees.

- Director, Executive and Employee Development

- Director Development

The Company consistently attaches importance to director development and encourages directors to regularly participate in courses or activities to enhance their knowledge relevant to their roles and duties as members of the Board and Board committees. Directors are also encouraged to attend programs contributing to corporate governance awareness and are regularly informed of useful training courses and seminars.

Furthermore, the Board has directed the Company to arrange appropriate

training and development programs for directors on an ongoing basis to ensure that directors remain current with skills and knowledge relevant to their performance as members of the Board and Board committees. Additionally, the Company arranges workshops or seminars at least once per year as a knowledge exchange forum for directors. Details of each director's participation in development programs and training courses in 2022 are shown below.

Participation of Directors in Training Courses and Development Programs in 2022

The Company encourages its directors to attend learning and training programs that help widen and deepen their knowledge and insights about the roles and duties of directors in support of their effective performance and compliance with corporate governance principles. Training and development programs provided to directors in 2022 are as follows:

- Technology company visits in U.S.A. during May 2-9, 2022.
- Knowledge session on "Case Studies – Operating Models of Global Tech and Private Equity" facilitated by experts from McKinsey & Company (Thailand) on November 25, 2022.

Details of each director's participation in training courses are shown in this Corporate Governance Report under the "Profiles of Directors and Executive of the Company" section.

- Executive and Employee Development
- Effective organizational and human resources management is crucial for strengthening competitiveness of SCBX Group, driving operational excellence conducive to robust domestic and international investment expansions, and achieving sustainable growth in line with its vision to become "The Most Admired Regional Financial Technology Group."

The Company is therefore committed to building organizational and people readiness required for its success in effectively responding to future business needs and executing planned strategies. Anchored to the corporate strategic direction and business targets, the Company's human resources goals are to be the most admired regional company that is an employer of choice for the next-generation top talents and to maximize long-term value for stakeholders by operating within a robust governance framework and as a good role model in human resources management for all companies in the Group.

To optimize efficiency and effectiveness, SCBX Group has tailored its 2023 people development plan to the evolving business directions and undertakings based on new developments experienced in 2022. Top priorities for the Group's human resource management and development initiatives are:

1. Building new capabilities and talents

One of SCBX Group's top priorities in relation to human resources management is to build new capabilities that will enable the Company to achieve planned strategies and new progresses on its pathway to become the most admired regional financial technology Group. These include:

- Developing new skills and competencies to increase the proportion of tech talents through actional learning, experiential learning from Group activities, and sharing of opinions and feedback for continuous development.

- Proactive recruitment of talents possessing desired qualifications, competencies and skills for vacant positions, especially critical positions, based on key attributes which have been clearly defined for each position.
- Offering "Share and Learn" opportunities where all members of SCBX Group can share their ideas, practices, processes, techniques and experiences in order to learn from each other.

2. Establishing efficient operating model and structure

Recognizing that a well-designed organizational structure is indispensable for effective business management and enables employees to realize their full potentials, the Company redesigned its organizational structure by taking into account its business plan and the criticality of positions. Roles and responsibilities of each function, key performance indicators and work processes were clearly defined in order that each function operates as a center of excellence where experts in different specialized fields work together as a team to provide support and develop capabilities that are relevant to the Group's focus areas in order to efficiently deliver results, create added value, drive growth, and achieve business synergy across the Group.

3. Cultivating corporate culture and values

In pursuing its HR-related goals which encompass talent attraction and retention as well as human resource development through action learning and knowledge/ experience sharing, the Company

fosters an innovation culture in which creative ideation and experimentation conducive to continuous development are nurtured. The Company also encourages executives to be role models for others in terms of mindset and skill sets and to demonstrate behaviors that are reflective of corporate values, commitment to endless learning and self-development, and openness to different and new perspectives.

The Company also fosters shared values across the Group to attract individuals whose values align with the Company's culture, to achieve synergy within the Group which will be a driving force for new and strengthened competitive advantage and to continuously create added value for customers and stakeholders. With a view to delivering favorable experiences for employees and gaining deep insights into their expectations, the Company has regularly conducted employee engagement surveys and has continuously made improvements based on feedback gathered to make SCBX the most admired company and an employer of choice for talents.

- Board and Senior Executive Evaluation
 - Board and Board Committee Evaluation

The Board evaluation is conducted at least annually. An evaluation form is sent to each director by the Company Secretary who is also in charge of compiling and presenting the evaluation results to the Nomination, Compensation and Corporate Governance Committee. The evaluation results and recommendations gathered are subsequently presented to the

Board for acknowledgment and discussion regarding further improvement of the Board's performance. Additionally, it is the Company's policy to engage an external consulting firm possessing corporate governance expertise and experience to conduct the Board evaluation process every three years or when appropriate. In 2022, both self-evaluation and cross-evaluation were applied to the 2022 performance evaluation of the Board as detailed below.

- 1) Board evaluation – Evaluation topics were: Board composition, information management, Board processes, representation of shareholders and environmental, social and corporate governance (ESG), managing the Company's performance, Board strategy and priorities, management performance and succession planning, director development and management, and risk management.
- 2) Board committee evaluation – Key assessment topics were: performance of duties as specified in the charters of the Board committees; compliance with applicable supervisory rules, regulations and principles; promotion of open communications, participation and rigorous decision-making at Board committee meetings; frequency of Board committee meetings and time for discussion at such meetings; access to information relevant to issues discussed at the meetings; and pre-scheduled meeting calendar and regular agenda items. All directors are engaged in the evaluation of every Board committee to better reflect each Board committee's performance.

3) Board Chairman evaluation – This section evaluated the performance of the Board Chairman in relation to: 1) Effective management and facilitation of Board meetings and shareholder meetings such as setting meeting agendas, encouraging contributions and different perspectives from all directors, effectively summarizing the outcomes from the meetings, ensuring that meeting minutes are adequately detailed and disseminated in a timely manner, and demonstrating leadership, and 2) Working with directors such as facilitating clear communication between executive directors and non-executive directors, following up on the evaluation of each director to elicit useful information for performance improvements, and leading the Board to perform effectively.

4) Individual director evaluation – Key evaluation topics were: contribution, knowledge and abilities, collaboration, integrity, and support for the Board.

There were also open-ended questions designed to solicit opinions and suggestions from directors to further improve the Board's performance, especially in relation to driving the Company towards its vision of being "The Most Admired Regional Financial Technology Group."

The average rating of the four sections under the 2022 Board evaluation was "Very Good (Exceeding Expectation)." The Board worked closely with the management and was involved in the deliberation and implementation of the SCBX Group restructuring roadmap that responds to digital

transformation in the financial service industry while simultaneously fulfilling its monitoring roles. In addition, directors offered recommendations on areas for development to further enhance the Board's performance and effectiveness in various dimensions, and the Board is committed to applying the findings from the evaluation to its performance development.

□ Senior Executive Evaluation

The performance evaluation of the Chief Executive Officer is conducted by the Nomination, Compensation and Corporate Governance Committee and is referred to the Board for approval. For the senior executives at chief officer level and higher, their performance is evaluated by the Chief Executive Officer against the predetermined criteria, and the evaluation results are proposed to the Nomination, Compensation and Corporate Governance Committee and subsequently to the Board for approval. These performance evaluations are conducted annually.

▪ Succession Planning

The Board has assigned the Nomination, Compensation and Corporate Governance Committee the responsibility of succession planning to ensure that the Company has in place a succession plan that incorporates nomination, selection and training for key positions, particularly the positions of Chief Executive Officer and executives at the level of chief officers and higher. This is to ensure the continuity of the Company's management and business operations when these positions become vacant due to new appointment, job transfer, retirement, resignation or any other reason.

The Company's succession planning classifies key positions into two categories: 1) critical positions, and 2) strategic positions. Succession plans for all of these positions are systematically developed in accordance with the Company's well-defined processes.

- Board Meetings

The Board meeting is scheduled to be held once every month (except December), and the meeting schedule is planned in advance for the entire year. A Board meeting invitation, meeting agenda and supporting documents must be sent to all directors at least five business days prior to the meeting date, unless an urgent necessity requires

otherwise. The Chairman of the Board determines the agenda of each Board meeting. The Company also rules that at least two-thirds of all directors should be present during the voting procedure.

In 2022, there were a total of 16 physical and virtual Board meetings and the meeting attendance of every director was above 75 percent, which is in compliance with the requirement stipulated in the Charter of the Board. Details of individual directors' attendance in the meetings of the Board and Board Committees in 2022 are as summarized below.

Individual Directors' Meeting Attendance in 2022

Name*	Meetings Attended/Total Meetings							Meeting of Shareholders
	Board Committees							
	Board of Directors	Executive Committee	Audit Committee	Nomination, Compensation and Corporate Governance Committee	Risk Oversight Committee	Technology Committee	Corporate Social Responsibility Committee	
1. Mr. Vichit Suraphongchai	16/16	-	-	-	-	-	0/0	1/1
2. ACM Satitpong Sukvimol	16/16	-	-	-	-	-	0/0	1/1
3. Pol. Col. Thumnithi Wanichthanom	16/16	0/0	-	-	-	-	0/0	1/1
4. Mr. Apisak Tantivorawong	10/11	11/11	-	-	-	-	-	-
5. Mr. Prasan Chuaphanich	16/16	-	3/3	-	6/6	6/8	-	1/1
6. Mr. Kan Trakulhoon	15/16	18/18	-	12/12	-	-	-	1/1

SCB X Public Company Limited

Name*	Meetings Attended/Total Meetings							
	Board Committees							Meeting of Shareholders
	Board of Directors	Executive Committee	Audit Committee	Nomination, Compensation and Corporate Governance Committee	Risk Oversight Committee	Technology Committee	Corporate Social Responsibility Committee	
7. Mr. Pailin Chuchottaworn	16/16	15/18	-	-	-	8/8	-	1/1
8. Mr. Winid Silamongkol	11/11	-	9/9	-	-	-	-	-
9. Mr. Thaweesak Koanantakool	15/16	-	-	12/12	-	7/8	-	1/1
10. Mr. Weerawong Chittmittrapap	16/16	-	-	12/12	-	-	-	1/1
11. Miss Jareeporn Jarukornsakul	16/16	-	-	-	-	7/8	0/0	1/1
12. Mrs. Pantip Sripimol	16/16	-	-	-	-	-	0/0	1/1
13. Mr. Chairat Panthuraamphorn	11/11	-	-	1/1	-	8/8	-	-
14. Mrs. Kulpatra Sirodom	8/8	-	8/8	-	3/3	-	-	-
15. Mrs. Nuntawan Sakuntanaga	8/8	-	8/8	-	-	-	-	-
16. Mr. Arthid Nanthawithaya	16/16	18/18	-	-	5/6	8/8	-	1/1
Directors retiring by rotation or resigning in 2022								
1. Mr. Krirk Vanikkul	8/8	-	-	-	0/0	-	-	1/1
2. Mr. Chakkrit Parapuntakul	8/8	7/7	-	5/5	-	-	-	1/1
3. Mr. Pasu Decharin	8/8	-	4/4	-	0/0	-	-	1/1

Name*	Meetings Attended/Total Meetings							Meeting of Shareholders
	Board Committees							
	Board of Directors	Executive Committee	Audit Committee	Nomination, Compensation and Corporate Governance Committee	Risk Oversight Committee	Technology Committee	Corporate Social Responsibility Committee	
4. Miss Lackana Leelayouthayotin	8/8	7/7	-	-	-	-	-	1/1
5. Mr. Chaovalit Ekabut	8/8	-	4/4	-	-	-	-	1/1
6. Miss Chunchachit Sungmai	12/12	-	-	4/4	4/4	-	-	1/1

* Remark: Changes in the Board and Board committees in 2022

- Mr. Prasan Chuaphanich vacated his seat as Chairman of the Audit Committee (disqualified as an independent director) on April 4, 2022. He was appointed as Chairman of the Risk Oversight Committee (replacing Mr. Krirk Vanikkul) on May 26, 2022.
- Mr. Apisak Tantivorawong was appointed as Director on April 12, 2022 and as Chairman of the Executive Committee (replacing Mr. Arthid Nanthawithaya) on May 26, 2022.
- Mr. Winid Silamongkol was appointed as Director on April 12, 2022 and as Chairman of the Audit Committee (replacing Mr. Prasan Chuaphanich) on April 21, 2022.
- Mr. Pailin Chuchottaworn was appointed as Chairman of the Technology Committee (replacing Mr. Thaweesak Koanantakool) on May 26, 2022.
- Mr. Chairat Panthuraamphorn was appointed as Director on April 12, 2022, as Member of the Technology Committee on May 26, 2022, and as Member of the Nomination, Compensation and Corporate Governance Committee on December 1, 2022.
- Mrs. Pantip Sripimol vacated her seat as Member of the Risk Oversight Committee and was appointed as Member of the Corporate Social Responsibility Committee on May 26, 2022.
- Miss Chunchachit Sungmai was appointed as Member of the Nomination, Compensation and Corporate Governance Committee on May 26, 2022 and resigned as Director and Member of the Risk Oversight Committee on October 1, 2022.
- Mrs. Kulpatra Sirodom was appointed as Director and Member of the Audit Committee on June 1, 2022 and as Member of the Risk Oversight Committee on August 25, 2022.
- Mrs. Nuntawan Sakuntanaga was appointed as Director and Member of the Audit Committee on June 1, 2022.
- Mr. Krirk Vanikkul resigned as Independent Director and Chairman of the Risk Oversight Committee on June 1, 2022.
- Mr. Chakkrit Parapuntakul resigned as Director, Member of the Executive Committee, and Member of the Nomination, Compensation and Corporate Governance Committee on June 1, 2022.
- Mr. Pasu Decharin resigned as Independent Director, Member of the Audit Committee, and Member of the Risk Oversight Committee on June 1, 2022.
- Miss Lackana Leelayouthayotin resigned as Independent Director and Member of the Executive Committee on June 1, 2022.
- Mr. Chaovalit Ekabut resigned as Independent Director and Member of the Audit Committee on June 1, 2022.
- Pol. Col. Thumnithi Wanichthanom resigned as Member of the Corporate Social Responsibility Committee and was appointed as Member of the Executive Committee on December 9, 2022.

- **Director Remuneration**
 Article 22 of the Company's Articles of Association stipulates that "A director is entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or any other nature of benefits pursuant to the Articles of Association or as determined by the meeting of shareholders, whereby such remuneration may be fixed in an exact amount or may be subject to the criteria so laid out which may be specified from time to time or remain effective until changed. In addition, a director is also entitled to receive allowance and any welfare according to the Company's rules." Since the Company's inception in 2021 and throughout 2022, director remuneration has not yet been defined. Nonetheless, the Nomination, Compensation and Corporate Governance Committee will propose appropriate remuneration of the Board and Board Committees to the Board and subsequently the 2023 AGM in due course. The remuneration determination will be based on a policy that remuneration shall be commensurate with the functional duties of directors, who must fulfill the expectations of various groups of stakeholders and comply with applicable laws and regulations. It is thus necessary that the Company's directors possess appropriate experience and qualifications and each director's remuneration reflect his/her roles, responsibilities and risks.
- **Internal Control and Risk Management**
 The Company regularly monitors its internal control system and risk management system and annually evaluates the adequacy of these systems, including the governance of connected transactions and the prevention of conflicts of interest. The monitoring and evaluation framework is based on the internal control framework developed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) which encompasses five key components: 1) control environment, 2) risk assessment, 3) control activities, 4) information and communications, and 5) monitoring activities.
- **Oversight of Companies in Financial Group**
 The Company, as the parent company of the financial group, attaches importance to aligning the business direction of each company in SCBX Financial Group to the Company's policies and processes, to achieve group-wide synergy and operational effectiveness through the following:
 - Directors and senior executive of the Company were appointed as directors of companies in the Group. In addition, the appointment of senior executives of these companies is subject to the consideration by the Nomination, Compensation and Corporate Governance Committee and the Board of the Company in accordance with the Subsidiaries and Associates Supervision Policy. Director remuneration criteria applicable to companies in SCBX Group are also established for the purpose of group-wide standardization.
 - Escalation procedures for key matters, including business plans and budget plans of companies in the Group, are defined and require the management team of subsidiaries to discuss such matters with the management team of SCBX.
 - The scope of authority of companies in the Group identifies matters that must be escalated to the Board or the meetings of shareholders of the Company in accordance with the Subsidiaries and Associates Supervision Policy. A playbook enunciating approval processes applicable to key matters concerning directors, executives, business development investment, strategy and finance, risk management,

governance and control, internal audit, and technology has been developed as a framework to ensure that approvals of key matters are in accordance with established policies.

- The board of directors of each company in the Group plays a key role in the corporate governance and supervision. In this connection, directors and senior executives of the Company are appointed to the boards of director of these companies for the purposes of performance monitoring and reporting.
- Business directions, targets and key policies of SCBX Group are regularly communicated at Group CEO meetings and Group Chairpersons meetings. In addition, the Company' management team communicates with the management teams of companies in the Group on a regular basis through means such as the Compliance Forum where the policies of the Group are shared by the Compliance Function.

The Board delegates the Audit Committee to oversee and monitor compliance of companies in SCBX Group with the Company's policies and review their financial statements to ensure accuracy. Also, to promote transparency and prevent conflicts of interest, the Company, as the parent company, has established intra-group transaction policies and regulations based on applicable regulatory and legal requirements to provide them with standard operational guidelines.

- Regarding the risk management framework, the companies in the Group shall use the risk management framework as a framework and minimum standards for setting their own significant risk management policies. These policies must be reviewed at least annually or upon significant changes to effectively address associated risks.

In addition, the companies in the Group must have a clear governance structure and responsible persons for risk management.

- **Prevention of Conflicts of Interest**

To manage conflicts of interest arising from its business operations, the Company implements the following measures, which are based on ethical principles:

- Adopt controlling, monitoring and preventive measures for transactions involving potential conflict of interest or inappropriate connected or related party transactions by establishing policies, procedures and processes for considering and approving such transactions. Also, disclosure and approval of connected transactions are made in compliance with applicable regulatory requirements and regulations as well as codes of conduct of companies in the Group for the best benefits of the Group and all shareholders.
- Compile reports on conflicts of interest of directors and persons with management authority. The Company requires its directors and persons with management authority to report any conflict of interest concerning themselves and their related parties to the Company through the Company Secretary on an annual basis as well as to notify the Company of any changes related to their holding of positions in other entities and any material changes to their holding of securities (ordinary shares, debentures, certificates representing the rights to purchase shares and certificates representing the rights to purchase debentures). The Company Secretary is responsible for collecting such reports and submitting the copies of the conflict-of-interest reports to the Chairman of the Board and the Chairman of the Audit Committee in compliance with the

Securities and Exchange Act B.E. 2535. This information is also used by the Company to monitor transactions between the Company and directors, persons with management authority, and/or their related parties in accordance with applicable legal requirements.

- Prevention of Misuse of Inside Information
 - Enforce the Prevention of Misuse of Inside Information to prohibit executives and employees from disclosing or using confidential information or inside information that has not yet been publicly released to seek undue benefits for themselves or others either directly or indirectly, with or without compensation. Insider trading is also prohibited.
 - Implement controlling measures applicable to securities trading and require directors, executives and employees potentially having access to inside information, and their related parties, to declare their securities trading accounts with the aim of preventing the misuse of inside information acquired in connection with their positions, duties or operations to seek undue benefits for themselves or others.
 - Require the separation of workplace locations among units whose operations might involve conflicts of interest in order to prevent information leakage.
- Related Party and Connected Transactions
 - Establish regulations governing connected transactions and a prudent consideration process to protect the best interests of the Company and its shareholders.
 - Require that related party transactions between the Company and its executives, major shareholders

and related parties shall in no way constitute the transfer of the Company's benefits to related parties.

- Prohibit directors and employees who have a stake in or are related to any transactions from participating in the consideration process of such transactions to ensure that the decisions on such transactions are fully for the benefit of the Company.
- Giving and Receiving Gifts, Entertainment, and Other Benefits
 - Giving and receiving gifts, entertainments and other benefits are intended as business courtesies and must be discreet, prudent, reasonable and appropriate in terms of value, occasion and customary practice.
 - Do not offer, respond to, or solicit bribes or any other inappropriate benefits directly or indirectly to/from customers, government agencies, private entities, or third parties, for the purpose of influencing their objectivity and discretionary decisions or performance of duty, or to gain undue benefits.

In 2022, the Company had no breach relating to conflicts of interest.

- Misuse of Inside Information for Undue Gains
The Company establishes ethical standards within the framework of prevention against conflicts of interest and misuse of inside information. In doing so, the Company lays emphasis on the confidentiality and management of information of the Company and its customers and adopts rigorous information management practices as follows:

1. Information Management

- Protect, retain, and treat non-disclosable information of customers and the Company in accordance with

laws. Collection, handling, protection and use of customers' personal information must be appropriately conducted.

- Do not disclose information of customers and the Company, unless consent is granted by customers or the Company, as applicable, or otherwise required by relevant laws.

2. Communications

- The Company aims to disclose its information to shareholders, investors, and the public in an accurate, complete, comprehensive and timely manner, and in compliance with related laws and regulations.
- Any communication, statement or release of information about the Company and its businesses and customers must be accurate and appropriate. Such communication, statement or release of information to any press or media must be conducted only by persons designated to release information on behalf of the Company.

In 2022, the Company had no breach relating to misuse of inside information.

(B) Measures for Compliance with the Corporate Governance Policy and Practices

To ensure compliance with the established Corporate Governance Policy and practices, the Company initially builds awareness in this respect among employees and executives at all levels through the dissemination of important policies and regulations that are related to corporate governance via its website. The Company also offers training courses specifically related to, for example, codes of conduct, risk management and anti-corruption. These courses are mandatory for new joiners, and all employees are required to take relevant refresher courses every year. For matters related to directors and executives, the Company assigns executives

of relevant functions, such as executives of Audit Function, Legal Function, Compliance Function and Human Resources Function, Company Secretary, and secretaries of Board committees, to provide support to the Board in order that the Board can operate in compliance with applicable legal and regulatory requirements. To that end, relevant policies must be cascaded across relevant departments and discussions with such departments about suitable practices must be regularly held. At each Board meeting, the Board monitors corporate governance matters through the reports from the Board committees.

(C) Report of the Executive Committee, Report of the Nomination, Compensation and Corporate Governance Committee, Report of the Risk Oversight Committee, Report of the Technology Committee, and Report of the Corporate Social Responsibility Committee are shown in attachment 6. Audit Committee Report is shown in attachment 5.