

Charter of the Executive Committee

SCB X Public Company Limited

1. Duties and Responsibilities

Key duties and responsibilities of the Executive Committee are to oversee the businesses operated by SCB X Public Company Limited (“the Company”) and to carry out undertakings assigned by the Board of Directors (“the Board”) in accordance with applicable laws, regulations and notifications prescribed by government authorities with an aim to direct and administer the Company’s operations in line with its vision, mission, policies, strategies, business targets, and core values. The scope of authority, duties and responsibilities of the Executive Committee include the following:

1.1 Deliberate on policies, business strategies, financial targets, business plans (in short, medium, and long terms) and annual budget plans of the Company and SCB X Financial Group (“SCB X Group”) prior to proposal thereof to the Board.

1.2 Follow up on business execution of the Company and SCB X Group to ensure alignment thereof with the goals, strategies, business plans and budget plans approved by the Board.

1.3 Deliberate on, recommend for the Board’s approval or approve matters related to business operations of the Company and SCB X Group in accordance with relevant regulations, including but not limited to the following:

- Investments;
- Contingent liabilities and borrowings;
- Budgets, expenditures, financial reports and management information system reports;
- Other material matters relevant to the businesses of the Company and SCB X Group.

1.4 Deliberate on all matters to be proposed to the Board, except for matters that are under the responsibility and/or authority of other Board Committees which are in charge of deliberating on and directly proposing such matters to the Board.

1.5 Acknowledge other matters that are or are not related to the Company’s business administration but are considered by members of the Executive Committee that must be or should be presented to Executive Committee for acknowledgement such as lawsuits against the Company.

1.6 Consider or approve any other matters as assigned by the Board.

In cases where the Executive Committee, by its resolutions or instructions, authorizes a person or a group of persons perform any acts on its behalf, such person(s) shall not sub-delegate the powers to other person(s) unless the sub-delegation is expressly allowed by the Executive Committee's initial authorization.

2. Composition and Qualifications

2.1 The Executive Committee shall be appointed by the Board which shall also determine the number of the Executive Committee members as it deems appropriate. The Executive Committee consists of a number of the Company's directors and may include executives of the Company or are outside individuals. The Board shall appoint one of the Executive Committee members, who is also a director of the Company, to serve as the Chairman of the Executive Committee.

2.2 The Chief Executive Officer shall be an ex-officio member of the Executive Committee.

2.3 Members of the Executive Committee shall possess appropriate expertise and experience with proper understanding about their qualifications, duties and responsibilities.

2.4 Secretary to the Executive Committee shall be appointed by the Executive Committee.

3. Term of Office

3.1 The term of office of Executive Committee members who are directors of the Company shall be concurrent with their directorship term, unless the Board resolves otherwise.

3.2 The term of office of Executive Committee members who are executives of the Company shall be concurrent with their tenure as executives of the Company, unless the Board resolves otherwise.

3.3 The term of office of Executive Committee members who are outside individuals being neither directors nor executives of the Company shall be as per Board's resolutions.

3.4 Where a seat on the Executive Committee becomes vacant, the Board may appoint a qualified director to fill the vacancy. The replacing Executive Committee member shall hold office for the remainder of the seat's term.

4. Meetings and Voting

4.1 The Executive Committee shall hold meetings as deemed appropriate, but no less than 12 meetings each year.

4.2 The Chairman of the Executive Committee is vested with the authority to call a meeting of the Executive Committee. In the event that the Chairman of the Executive Committee is unavailable or unable to perform his/her duties, an individual delegated by the Chairman of the Executive Committee may call a meeting of the

Executive Committee in his/her stead. The Chairman of the Executive Committee or an individual delegated by the Chairman of the Executive Committee may hold Executive Committee meetings via electronic means which enable the discussion and exchange of opinions among meeting participants who may not be at the same location. The procedures of such e-meetings shall be in accordance with any applicable laws and criteria.

4.3 The Chairman of the Executive Committee shall preside as the chairman of the meeting. In the event that the Chairman of the Executive Committee is not present at the meeting or unable to perform his/her duties, Executive Committee members who attend such meeting shall elect one of the Executive Committee members to chair the meeting.

4.4 At each Executive Committee meeting, at least one-half of the total Executive Committee members shall attend the meeting to constitute a quorum.

4.5 Executive Committee members shall attend at least 75 percent of the total Executive Committee meetings held each year unless there is any justifiable reason and necessity.

4.6 Matters to be proposed to the Executive Committee must have already been considered by relevant management-level committees or the Chief Executive Officer. Information, reports and details to be presented at each meeting of the Executive Committee shall be submitted to the Secretary to the Executive Committee for compilation and presentation to the Executive Committee prior to the meeting. Function heads or persons delegated by the function heads shall be responsible for presenting relevant matters at the Executive Committee meetings, unless Executive Committee considers or instructs otherwise.

4.7 Decisions of the Executive Committee meetings shall be made by a majority of votes cast by Executive Committee members present at such meetings. Each Executive Committee member shall have one vote. In this connection, the chairman of the meeting shall abstain from voting on each agenda item, except in case of an equality of votes where the chairman of the meeting shall exercise a casting vote.

4.8 Executive Committee members having direct and/or indirect vested interests in a given matter shall have no right to participate in the decision-making or voting on such matter and must refrain from the participation or involvement in such matter. They are also required to declare the grounds for such conflict of interest to the Executive Committee meeting prior to the meeting commencement.

4.9 At each Executive Committee meeting, the chairman of the meeting may allow any other persons who have relevant responsibilities, expertise or knowledge specific to discussed matters to attend meetings or give their opinions to the meeting as appropriate.

4.10 Secretary to the Executive Committee shall be responsible for preparing meeting agenda and meeting minutes and safekeeping meeting documents of Executive Committee meetings.