

(Translation)

**Charter of the Nomination, Compensation and Corporate Governance Committee  
SCB X Public Company Limited**

**1. Duties and Responsibilities**

The scope of duties and responsibilities of the Nomination, Compensation and Corporate Governance Committee (“NCCG Committee”) include the oversight of the formulation of policies, criteria and procedures governing the nomination, remuneration and other benefits of directors and persons with power of management; human resources policies and corporate culture; corporate governance of the Company and companies in SCB X Financial Group to ensure that their business operations are appropriate, transparent and in compliance with corporate governance principles which will bolster the confidence and trust of stakeholders; and any other undertakings which are assigned by the Board of Directors of SCB X Public Company Limited (“the Board”) and include the following:

**1.1 Nomination**

**1.1.1 Director Nomination**

- (1) Formulate policies, criteria and procedures governing director nomination to be proposed to the Board for approval.
- (2) Select and nominate qualified candidates in accordance with relevant regulations, laws, and the Company’s policies to the Board for appointment or through the Board to the meetings of shareholders (as applicable) for the appointment of such nominated individuals as directors of the Company and members of the Board committees.
- (3) Oversee that the size and composition of the Board and the Board committees are appropriate for the organization and changing business environment.

With regard to director nomination, the NCCG Committee shall oversee that the vetting and nomination mechanisms or tools, such as the board skill matrix, are available to ensure that the Board is comprised of individuals whose behaviors, knowledge, abilities and experience in fields deemed useful to the Company’s business strategy and directions in the short, medium and long terms. The Board and the Board committees shall consist of qualified individuals with knowledge, abilities, skills and experience as follows: 1) knowledge, expertise, or experience in macro-level management, 2) knowledge, expertise, or experience in specialized fields such as laws, accounting, finance, economics, and information technology, and 3) knowledge, expertise, or experience in other fields such as risk management, corporate governance, corporate social responsibility, and sustainability. The NCCG Committee shall also foster the diversity on the Board in terms of gender, race, nationality, age, educational background, professional experience, skills, knowledge and other differences to achieve the right and diverse mix in the Board composition and drive the Company’s sustainable growth.

**1.1.2 Nomination of Persons with Power of Management of the Company and Advisor to the Company**

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- (1) Formulate policies, criteria and procedures governing the nomination of persons with power of management of the Company to be proposed to the Board for approval.
- (2) Select and nominate qualified candidates in accordance with relevant regulations and laws to the Board for the appointment of such candidates as persons with power of management of the Company and advisors to the Company.

The NCCG Committee is also in charge of disclosing the policies and processes applicable to the nomination of directors and persons with power of management in the annual reports or on the website of the Company whereby such documents shall be updated at least annually.

#### 1.1.3 Nomination of Directors and Persons with Power of Management of Companies in SCB X Financial Group

Oversee and formulate policies, criteria and procedures governing the nomination of directors and persons with power of management of companies in SCB X Financial Group to acquire qualified persons, in light of relevant duties, responsibilities and nature of work to serve as directors and persons with power of management.

### 1.2 Remuneration

#### 1.2.1 Director Remuneration

Define policies, criteria and procedures governing the payment of remuneration and other benefits to members of the Board and the Board committees which are clear, transparent, reflective of the Company's objectives and goals, supportive of the Company's long-term benefits, in line with key risks of SCB X Financial Group, and commensurate with duties, responsibilities and nature of work prior to proposal thereof to the Board for endorsement and, if applicable, to the meetings of shareholders for approval. The policy shall be submitted to the Bank of Thailand upon request.

The NCCG Committee is also in charge of disclosing the policies governing the director remuneration, disclosing the director remuneration in various forms, and providing the director remuneration report in the annual reports or on the website of the Company whereby such documents shall be updated at least annually.

#### 1.2.2 Remuneration of Persons with Power of Management

- (1) Define policies, criteria and procedures governing the payment of remuneration and other benefits, including the amount thereof, to the Chief Executive Officer and persons with power of management that are clear, transparent, reflective of the Company's objectives and goals, supportive of the Company's long-term benefits, in line with key risks, and commensurate with duties and responsibilities prior to proposal thereof to the Board for approval.
- (2) Establish guidelines for the assessment of the Chief Executive Officer and other persons with power of management to support the determination of annual remuneration by taking into consideration relevant duties, responsibilities and risks. Contribution to the long-term shareholder value maximization shall also be a priority in such assessment.

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- (3) Review and propose for the Board's approval the management's proposals on remuneration policies, remuneration and fringe benefit plans other than salaries for employees of the Company.
- (4) Oversee the Company's disclosure of its remuneration policies and types applicable to directors being persons with power of management and executives or persons with power of management who are entitled to remuneration as employees which enunciate overall performance assessment factors, goals, performance, opinions of the NCCG Committee, and risk-based remuneration approaches and tools (if any). The aggregate amount of remuneration paid to directors being persons with power of management and executives or persons with power of management who are entitled to remuneration as employees shall be disclosed in the annual reports or website of the Company whereby such information shall be updated at least annually.

#### 1.2.3 Remuneration of Directors and Persons with Power of management of Companies in SCB X Financial Group

Oversee the formulation of policies, criteria and procedures governing the payment of remuneration and other benefits to directors and persons with power of management of companies in SCB X Financial Group which are based on clear and transparent remuneration criteria, in line with key risks of companies in SCB Financial Group, and commensurate with duties, responsibilities and nature of work.

#### 1.3. Human Resources Policies and Corporate Culture

- 1.3.1 Consider and provide opinions on on human resources policies to create alignment with the corporate strategies as well as on the improvement and development of the Company's people capabilities to achieve appropriate levels of manpower, knowledge, skills, experience and motivation with an emphasis on the workforce diversity in terms of gender, age, race, etc.
- 1.3.2 Formulate succession planning policies and direct the development of succession plans for the Chief Executive Officer and other persons with power of management which incorporate the identification of successors and the implementation of successor development systems.
- 1.3.3 Consider and provide opinions on corporate culture cultivation and development plans.

#### 1.4 Corporate Governance

- 1.4.1 Formulate and propose for the Board's consideration the corporate governance policies of the Company and SCBX Group, monitor the implementation of the corporate governance policies of the Company and SCBX Group, and regularly review and update the policies to ensure appropriateness.
- 1.4.2 Oversee the Company's operations to ensure compliance with corporate governance principles stipulated by competent regulators and other internationally recognized corporate governance principles.
- 1.4.3 Oversee that the Company implements mechanisms to honor shareholders' legal rights, invites shareholders to propose questions, meeting agenda, and director nominations to the Company in advance of general meetings of shareholders, defines criteria applicable to such proposals, and notifies shareholders of the Company's reasons for its rejection of the shareholders' proposals.

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1.4.4 Oversee and conduct the Board assessment which is divided into Board assessment, Board Chairman assessment, individual director assessment, and Board committee assessment by means of self-evaluation and cross-evaluation whereby external consultants may be engaged in the Board assessment process when appropriate. The assessments and recommendations shall then be applied to further development of the Board's performance..

## **2. Composition and Qualifications**

2.1 The NCCG Committee is appointed by the Board and consists of least three directors. All members of the NCCG Committee ("NCCG Committee members") shall be independent directors or non-executive directors. The Board shall appoint an NCCG Committee member, who must be an independent director, as the Chairman of the NCCG Committee. The Chairman of the Board and the Chairman of the Audit Committee should not serve on the NCCG Committee as its member or chairman.

2.2 NCCG Committee members shall possess appropriate knowledge, abilities and experience with profound insights into corporate governance matters.

2.3 Secretary to the NCCG Committee shall be appointed by the NCCG Committee.

## **3. Term of Office**

3.1 The term of office of NCCG Committee members shall be concurrent with their directorship term, unless the Board resolves otherwise.

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

## **4. Meetings and Voting**

4.1 The NCCG Committee shall hold meetings as deemed appropriate, but should not be less than four meetings each year.

4.2 The Chairman of the NCCG Committee is vested with the authority to call a meeting of the NCCG Committee. In the event that the Chairman of the NCCG Committee is unavailable or unable to perform his/her duties, an individual delegated by the Chairman of the NCCG Committee may call a meeting of the NCCG Committee in his/her stead. The Chairman of the NCCG Committee or an individual delegated by the Chairman of the NCCG Committee may hold NCCG 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 NCCG Committee shall preside as the chairman of the meeting. In the event that the Chairman of the NCCG Committee is not present at the meeting or unable to perform his/her duties, NCCG

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Committee members who attend such meeting shall elect one of the NCCG Committee members to chair the meeting.

- 4.4 At each NCCG Committee meeting, at least one-half of the total NCCG Committee members shall attend the meeting to constitute a quorum.
- 4.5 NCCG Committee members shall attend at least 75 percent of the total NCCG Committee meetings held each year unless there is any justifiable reason and necessity.
- 4.6 Decisions of the NCCG Committee meetings shall be made by a majority of votes cast by NCCG Committee members present at such meetings. Each NCCG 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.
- 4.7 NCCG Committee members having vested interests in a given matter shall have no right to vote on such matter, unless it concerns the remuneration prescribed in this Charter.
- 4.8 Secretary to the NCCG Committee shall be responsible for preparing meeting agenda and meeting minutes and safekeeping meeting documents of NCCG Committee meetings.

## **6. Charter Review and Update**

The NCCG Committee shall review this Charter regularly and recommend amendments thereto as deemed appropriate for the Board's approval.