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## **SCB X Public Company Limited Risk Oversight Committee Charter**

### **1. Composition and Qualifications**

- 1.1 The Risk Oversight Committee is an oversight level committee appointed by the Company Board of Directors, comprising no less than three members.
- 1.2 The Chairman of the Risk Oversight Committee shall be an independent director or non-executive director.
- 1.3 All members must be directors, executives, or company advisors and at least half of the committee members shall be independent or non-executive directors or company advisors who have the same duties as board members.
- 1.4 At least one member must have knowledge, expertise, and understanding of risks related to financial institution businesses.
- 1.5 The Risk Oversight Committee shall appoint its own secretary.

### **2. Membership Terms**

- 2.1 The terms of office of committee members who are members of the Company Board of Directors shall be in accordance with the terms specified by the Company Board of Directors.
- 2.2 The terms of office of committee members who are executives or advisors shall be in accordance with the terms specified by the Company Board of Directors.

### **3. Duties and Responsibilities**

- 3.1 Providing advice to the Company Board of Directors on the Risk Governance Framework and Business Continuity Management of SCB<sup>X</sup> Financial Group (“Group”).
- 3.2 Supervising group companies to establish sufficient and appropriate risk management policies and strategies covering material and emerging risks, especially implement the Center of Excellence for cyber risk, PDPA risk and data risk including both data usage and data governance.
- 3.3 Considering and endorsing the group risk management policy, including risk appetite before proposing for approval by the Company Board of Directors.
- 3.4 Considering and endorsing the risk management policies of group companies which are inconsistent with the risk management framework set by the parent company. In case such inconsistency deemed material, the Risk Oversight Committee shall propose the issues to the Board of Directors for approval.

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- 3.5 Ensuring that senior management, including Chief Risk Officer, comply with risk management policies and strategies, including risk appetite.
- 3.6 Ensuring that the Group's capital and liquidity management strategies for various risk types are in line with approved strategies and risk appetite.
- 3.7 Reviewing the sufficiency and effectiveness of the Group's risk management policy, strategies, risk management processes and Business Continuity Management, including risk appetite at least once a year or when there is a significant change in the risk level that may affect the Group's performance or reputation. The Risk Oversight Committee should discuss and share opinions with the Audit Committee/Technology Committee and the Risk Oversight Committee of the subsidiaries to assess whether the Group's risk management policies ,strategies and processes cover all types of risks, including emerging risks, and implement such policies, strategies and processes with efficiency and effectiveness.
- 3.8 Monitoring and reporting to the Company Board of Directors the risk position, efficiency of risk management, control and monitoring systems, and compliance status of the corporate risk culture as well as significant factors, problems, and matters that need to be reviewed to be in line with the Group's risk management policies and strategies.
- 3.9 Providing comments on and participating in determining Key Performance Indicators and evaluating the efficiency and effectiveness of the Chief Risk Officer's performance, including the Chief Risk Officer or Head of Risk of the group companies.
- 3.10 Providing advice to the Company Board of Directors in instilling a risk culture throughout the Group, and supervising compliance with corporate culture.
- 3.11 Perform any other actions related to risk supervision as assigned by the Board of Directors.

#### **4. Meetings and Voting**

- 4.1 To constitute a quorum at a Risk Oversight Committee meeting, at least half of the total number of committee members must be present.
- 4.2 The Risk Oversight Committee shall hold a meeting at least six times each year and at least once every three months. If deemed appropriate by the Chairman of the Risk Oversight Committee, the Board meetings may be arranged electronically to facilitate the meeting attendance by all directors. The procedures of such electronic meeting shall be in accordance with applicable regulations, laws and rules.

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- 4.3 Risk Oversight Committee members should attend meetings in person no less than 75 percent of the total number of meetings each year unless there is any justifiable reason and necessity.
- 4.4 A notice of the meeting, meeting agenda, and supporting documents for the Risk Oversight Committee meeting shall be sent to all directors at least five business days prior to the meeting date, unless an urgent meeting is required to protect the Company's rights or benefits, so that directors have sufficient time to study the information.
- 4.5 Absolute decisions at a meeting of the Risk Oversight Committee shall be made by a majority of votes of all members present at the meeting unless applicable legal provisions concerning such voting stipulate otherwise. Each member shall have one vote. In case of an equality of votes, the chairman of the meeting shall exercise a casting vote.
- 4.6 A member of the Risk Oversight Committee 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 Board meeting prior to the meeting commencement.