

## Charter of the SCBX Group Control Committee

### 1. Composition and Term of Office

1.1 SCBX Group Control Committee (“GCC”) was appointed by the Board of Directors of SCB X Public Company Limited (the “Company” or “SCBX”), and the Committee consists of:

- 1) Chairman of the Board of Directors, is the Chairman of GCC
- 2) Chairman of the Executive Committee
- 3) Chairman of the Nomination, Compensation and Corporate Governance Committee
- 4) Chairman of the Technology Committee
- 5) Chief Executive Officer
- 6) Chairman of the Board of Directors of the Siam Commercial Bank Public Company Limited

The six positions of the GCC have a term of office as a member of the GCC according to the term of office specified above.

In addition, the Board of Director may appoint a third-party director who is an expert or a qualified person as a member of the GCC on a case-by-case basis, with a term of office set as well.

1.2 The GCC shall appoint the secretary of the GCC.

### 2. Duties and Responsibilities

The GCC has the duties and authority to supervise, control and monitor the operations of the Company and portfolio companies in SCBX Group for the benefits of the SCBX Group and to prevent conflict, as well as to be complied with the rules and regulations of the Bank of Thailand and other relevant regulators. The GCC will consider and give opinions on matters that are importance to the operations of the Company and portfolio companies. This includes, but is not limited to, the following:

#### A. Business Operation

- 1) The business operations of SCBX Group shall be in accordance with the goals, strategies, plans and budgets approved by the SCBX Board of Directors, which are related to the following matters:
  - a) Determination of key strategies of SCB X Group
  - b) Large scale investments\*
  - c) Sale of significant investments\*
  - d) Opening, closing, conducting business and/or strategic investments
- 2) In addition to the cases in item 1) above, if the Group CEO and/or members of the Executive Committee deem it appropriate to have any other discussions related to the business operations of SCBX Group, including but not limited to criteria, frameworks and methods for setting goals, strategies, plans and budgets, they shall be submitted to the GCC for consideration and opinions.

\*The GCC has the authority to approve investment matters as specified in the SCBX Group Investment Policy and the Company's strategic investment regulation.

**B. Risk Management**

- 3) SCBX Group's risk management shall be in accordance with the laws, regulations, good practices, as well as policies, criteria and methods specified by SCBX related to risk management in the following matters:
  - a) Determination of key strategies of SCBX Group
  - b) Determination of key strategies that may cause or affect the overall risks of SCBX Group
  - c) Large scale investments\*
  - d) Sale of significant investments\*
  - e) Doing business and/or investing that may cause conflicts in SCBX Group
  - f) Opening, closing, conducting business and/or investing for strategic companies and/or that may cause reputational and financial performance risks
  - g) Business operation that conflicts with the policies of the Company and portfolio companies in the SCBX Group
- 4) In addition to the cases in item 3) above, if the Group CEO and/or members of the Risk Oversight Committee deem appropriate, there shall be other discussions related to risk management, including but not limited to risk management principles and frameworks shall be submitted to the GCC for consideration and opinion.

\*The GCC has the authority to approve investment matters as specified in the SCBX Group investment policy and the Company's strategic investment regulation.

**C. Nomination**

- 5) Principles and frameworks for nomination for persons to hold positions in any of the SCBX Group companies as follows:
  - a) Directors
  - b) Members of board committees directly delegated with authority, duties and responsibilities by the Board of Directors
  - c) Advisors to the Board, board committees directly delegated with authority, duties and responsibilities by the Board of Directors and/or members of the Board of Directors and board committees
  - d) Chief Executive Officer and senior executives at the Chief level or above
- 6) In addition to the cases in item 5) above, if the Group CEO and/or members of the Nomination, Compensation and Corporate Governance Committee deem it appropriate to have any discussions in order to comply with the law, regulations and good practices of listed companies (Corporate Governance), they shall be submitted to the GCC for consideration and giving opinion.

**D. Determination of remuneration**

- 7) Principles and frameworks for determining remuneration and benefits for persons who will hold positions in any company in the SCBX Group as follows:
  - a) Directors
  - b) Members of board committees directly delegated with authority, duties and responsibilities by the Board of Directors
  - c) Advisors to the Board, board committees directly delegated authority, duties and responsibilities by the Board of Directors and/or members of the Board of Directors and board committees
  - d) Chief Executive Officer and senior executives at the Chief level and above
- 8) In addition to the cases in item 7) above, if the Group CEO and/or members of the Nomination, Compensation and Corporate Governance Committee deem it appropriate to have any discussions, including but not limited to the criteria and framework for determining remunerations and benefits, in order to comply with the law, regulations and good practices of listed companies (Corporate Governance), they shall be submitted to the GCC for consideration and giving opinion.

**E. Other matters of the Company and portfolio companies in the SCBX Group**

If the Group CEO and/or members of the GCC deem it appropriate to submit to the GCC for consideration, including but not limited to business operations that may have a significant impact and business operations that conflict with the policies of the Company and portfolio companies in the SCBX Group

**3. Meetings and Resolutions**

- 3.1 The GCC shall hold the meeting as it deems appropriate.
- 3.2 Group CEO shall discuss with Chairman of the GCC for determine the agenda of each GCC meeting.
- 3.3 The Chairman of the GCC convenes the GCC meeting, in case of the Chairman is absent or unable to perform duties, the person designated by the Chairman of the GCC shall convene the meeting on behalf.
- 3.4 In the GCC meeting, the Chairman of meeting may allow any other person to attend the meeting or give opinions to the meeting.
- 3.5 The quorum of the GCC meeting must have a member of the GCC participated in each meeting not less than half of total of GCC member to complete the quorum.
- 3.6 The decision of the GCC meeting shall be made by the majority of all GCC member present at the meeting. In case of equal votes on any agenda, the Chairman of meeting shall add one more vote as the final vote.

**Definitions:**

- **“SCBX Group”** means SCBX financial business group which consists of SCB X Public Company Limited, the Siam Commercial Bank, all subsidiaries and portfolio companies of SCB X Public Company Limited both domestic and international. The subsidiaries and portfolio companies shall be defined as prescribed in the Financial Institutions Business Act, B.E. 2551 (2008).
- **“Senior Executive”**
  - **In case of the company engaged in core business** means an executive who meets the definition of the SEC is the Chief Executive Officer (CEO), Managing Director (MD), Chief Financial Officer (CFO) and the first level of management from the Chief Executive Officer (N-1).
  - **In case of subsidiaries and/or portfolio companies** means Chief Executive Officer (CEO), Managing Director (MD) and Chief Financial Officer (CFO).