

Charter of the SCB X Group Nomination, Compensation and Corporate Governance Committee

1. Duties and Responsibilities

The scope of duties and responsibilities of the SCB X Group Nomination, Compensation and Corporate Governance Committee (“Group NCCG Committee”) include the oversight of the formulation of policies, criteria and procedures governing the nomination, remuneration and other benefits for directors and managements; human resources policies and corporate culture; corporate governance of the Company and portfolio 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 for the Company and Portfolio Companies

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

With regard to director nomination, the Group 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 of Directors and the Board committees are comprised of individuals whose behaviors, knowledge, capabilities and experiences in fields deemed beneficial to the Company and portfolio companies’ business strategies and directions in the short, medium and long terms. The Group 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 ensure the right and diverse combination in the Board of Directors composition and enhance the Company’s sustainable growth.

1.1.2 Nomination of the Executive of the Company and Advisor to the Company and portfolio companies

(Translation)

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

The Group NCCG Committee is also in charge of disclosing the policies and processes of the nomination of directors and executives in the annual reports or on the Company's website whereby such documents shall be updated at least annually.

1.2 Remuneration

1.2.1 Director Remuneration of the Company and Portfolio Companies

Define policies, criteria and procedures governing the payment of remuneration and other benefits to members of the Board of Directors and the Board committees with clear, transparent, reflective approach for the Company and portfolio companies' objectives and goals, supportive of the Company and portfolio companies' 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 of Directors of the Company and portfolio companies 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 Group NCCG Committee is also in charge of disclosing the policies governing the director remuneration and the director remuneration in various forms and providing the director remuneration report in the annual reports or on the Company's website whereby such documents shall be updated at least annually.

1.2.2 Remuneration of the Management of the Company and Portfolio Companies

- (1) Define policies, criteria and procedures governing the payment of remuneration and other benefits, including the amount thereof, to the Chief Executive Officer and the executives with clear, transparent, reflective approach for the Company and portfolio companies' objectives and goals, supportive of the Company and portfolio companies' long-term benefits, in line with key risks, and commensurate with duties and responsibilities prior to proposal thereof to the Board of Directors of the Company and portfolio companies for approval (in case may be).
- (2) Establish guidelines for the assessment of the Chief Executive Officer and other executives to support the determination of annual remuneration by taking into consideration duties, responsibilities and relevant risks, as well as contribution to the long-term shareholder value maximization in such assessment.

(Translation)

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

1.3. Human Resources Policies and Corporate Culture of the Company and Portfolio Companies

- 1.3.1 Consider and provide opinions on human resources policies to be in line with the corporate strategies of the Company and portfolio companies as well as on the improvement and development of employee to ensure the proper amount, capabilities, 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 the executives 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 for the Company and Portfolio Companies

- 1.4.1 Formulate the corporate governance policies of the Company, oversee the formulation of portfolio companies' the corporate governance policies and propose for the Company and portfolio companies' Board of Directors for consideration (as the case may be), monitor the implementation of corporate governance policies and ensure that the policies shall be reviewed and updated regularly and appropriately.
- 1.4.2 Oversee the Company and portfolio companies' 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 and portfolio companies implement 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 provide clarification to shareholders in case of rejection of the shareholders' proposals.

(Translation)

1.4.4 Oversee and conduct the Board assessment including the assessment of the Board, the Chairman, individual director, and Board committees by means of self-evaluation and cross-evaluation whereby external consultants may be engaged in the assessment process when appropriate. The assessments and recommendations shall then be applied to further development of the Board's performance and ensure that the portfolio companies conduct the assessment of the performance of the Board of Directors in accordance with guidelines appropriate to the operations of the portfolio companies.

2. Composition and Qualifications

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

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

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

3. Term of Office

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

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

4. Meetings and Voting

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

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

(Translation)

- 4.3 The Chairman of the Group NCCG Committee shall preside as the chairman of the meeting. In the event that the Chairman of the Group NCCG Committee is not present at the meeting or unable to perform his/her duties, Group NCCG Committee members who attend such meeting shall elect one of the Group NCCG Committee members to chair the meeting.
- 4.4 At each Group NCCG Committee meeting, not less than one-half of the total Group NCCG Committee members shall attend the meeting to constitute a quorum.
- 4.5 Group NCCG Committee members shall attend not less than 75 percent of the total Group NCCG Committee meetings held each year unless there is any justifiable reason and necessity.
- 4.6 Decisions of the Group NCCG Committee meetings shall be made by a majority of votes cast by Group NCCG Committee members present at such meetings. Each Group 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 Group NCCG Committee members having conflict of 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 Group NCCG Committee shall be responsible for preparing meeting agenda and meeting minutes and safekeeping meeting documents of Group NCCG Committee meetings.

6. Charter Review and Update

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