

Compliance and Governance Committee Charter
Kiatnakin Phatra Bank Public Company Limited

Roles, Duties and Responsibilities

The Compliance and Governance Committee has roles, duties and responsibilities as assigned by the Board of Directors as follows:

1. Through the Compliance unit, oversee that the Bank and Group companies conduct business in compliance with laws, regulations, rules, standards, ethics, corporate governance principles and compliance policy.
2. Ensure that the Bank and Group companies have an efficient and independent compliance system and corporate governance practice.
3. Oversee that the Bank and Group companies establish the process to take corrective actions for issues raised by regulatory agencies, the external auditor, the internal auditor and the compliance unit.
4. Approve the Annual Compliance Plan of the compliance unit and monitor the performance of the compliance unit to ensure that it completes tasks and achieves targets according to the plan.
5. Provide an opinion on the Annual Compliance Report and report to the Board of Directors.
6. Develop Guidelines for Business Conduct to be used as a performance framework for the Board members, executives and employees of the Bank and Group companies and propose to the Board of Directors for consideration.
7. Regularly review the corporate governance principles of the Bank and Group companies and their compliance with international standards and suggestions of regulators; consider the assessment result of the Bank's and Group companies' corporate governance carried out by external entities and recommend the development of the Bank's Corporate Governance Policy to the Board of Directors for approval.
8. Approve the appointment, transfer and performance evaluation of the highest executive of the compliance unit.
9. Report on the committee's performance to the Board of Directors at least once a year and immediately in case there is any significant incompliance with rules of the regulators or the Bank and Group companies.

The Compliance and Governance Committee shall meet at least once every quarter or as it deems appropriate. The quorum of the Compliance and Governance Committee's meetings consists of no less than



half of the Compliance and Governance Committee members. The meeting resolution is passed by a majority vote of the committee members attending the meeting. The Compliance and Governance Committee may adopt a resolution without holding a meeting if all committee members sign their names on a copy of the text of such resolution and such resolution shall be in the same force and effective as if it has been adopted at a duly convened meeting of the Compliance and Governance Committee. The Chairman of the Compliance and Governance Committee has a casting vote.